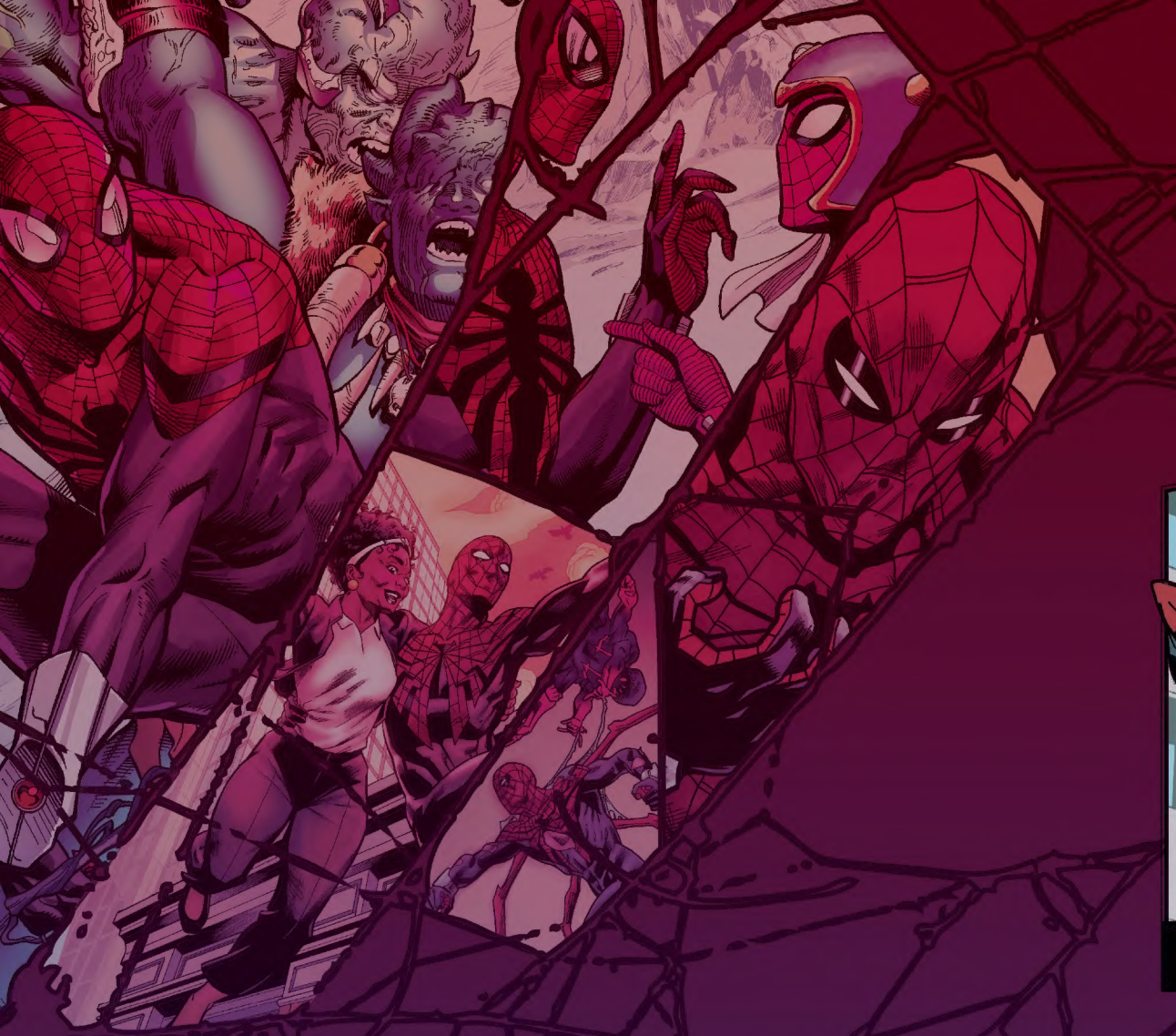
"Moves Otto's story forward on every level."
– Comic Crusaders
THE SUPERIOR
SPIDER-MAN
GAGE
MEDINA
HAWTHORNE
VON GRAWBADGER
MARVEL
OTTO-MATIC

THE SUPERIOR
SPIDER-MAN
Otto-Matic



THE SUPERIOR SPIDER-MAN

Otto-Matic

AFTER LAYING WASTE TO NINE OF THE TEN REALMS, THE DARK ELF KING MALEKITH AND HIS POWERFUL ALLIES HAVE FINALLY BROUGHT THE WAR OF THE REALMS TO MIDGARD — THE LAST REALM STANDING!

THE INVASION BEGAN IN NEW YORK AND SPREAD ACROSS THE GLOBE. EACH CONTINENT HAS BEEN CLAIMED BY ONE OF MALEKITH'S LIEUTENANTS, WHO CONTROL THE POPULACE AND CONTINUE TO PROVIDE SUPPORT INTERFERING WITH COMMUNICATION AND MAGIC.

IN SAN FRANCISCO, DOCTOR OTTO OCTAVIUS, ONCE SPIDER-MAN'S GREATEST FOE, HAS TAKEN ON THE WEB-SLINGER'S MISSION TO PROTECT THE INNOCENT. WITH A NEW, OPTIMIZED BODY AND SUPERIOR INTELLECT, NO CHALLENGE IS TOO GREAT. AND HE'S CONSTANTLY IMPROVING AS HE LEARNS HE CAN BE EVEN MORE EFFICIENT BY USING ALLIES WHOSE EXPERTISE SUPPLEMENTS HIS OWN — DOCTOR STRANGE RECENTLY ASSISTED HIM IN DEFEATING THE DEMONIC MASTER PANDEMONIUM. BUT THERE'S NO DENYING THAT HE NOW FACES A THREAT OF EVEN GREATER MAGNITUDE...

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

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LETTERERS

ISSUES #9-12

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COVER ART

KATHLEEN WISNESKI
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NICK LOWE
EDITOR

IN
MYTHOS
WE
TRUST

SAN FRANCISCO HAS SURVIVED MUCH, OVER THE YEARS. THE 1851 FIRE. THE EARTHQUAKES OF 1906 AND 1989.
NO! PLEASE!
DON'T DISINTEGRATE ME!
THE CITY AND ITS PEOPLE HAVE ALWAYS STOOD STRONG IN THE FACE OF ADVERSITY.
SILENCE, FOOL.
THIS IS FOR YOUR OWN GOOD.
TZUUU
AS ITS GUARDIAN, I CONSIDER IT MY SACRED DUTY TO ENSURE THEY WITHSTAND THIS AS WELL.
I AM A MAN OF SCIENCE. OF WILL. OF PERSEVERANCE.
WHEN THERE IS A CHALLENGE, I ANALYZE IT...FORM A PLAN...AND OVERCOME IT.
THERE IS NO QUESTION WITHOUT AN ANSWER. NO PROBLEM WITHOUT A SOLUTION.
BUT I CONFESS THAT THIS PARTICULAR SITUATION...

SAN FRANCISCO.
FROST GIANT-OCCUPIED TERRITORY.

...VEXES ME.

HRNH. THIS CITY IS BORING.

WHERE ARE THE *PEOPLE?* HAVE YOU EATEN THEM ALL YOURSELF, YOU FAT GLUTTON?

OF COURSE NOT. THEY MUST HAVE FLED. NOT VERY SPORTING OF THEM, BUT WHAT DO YOU EXPECT OF MORTALS?

THE GIANTS HAVE COME. I REMOVED THE LAST OF THE POPULACE JUST IN TIME.

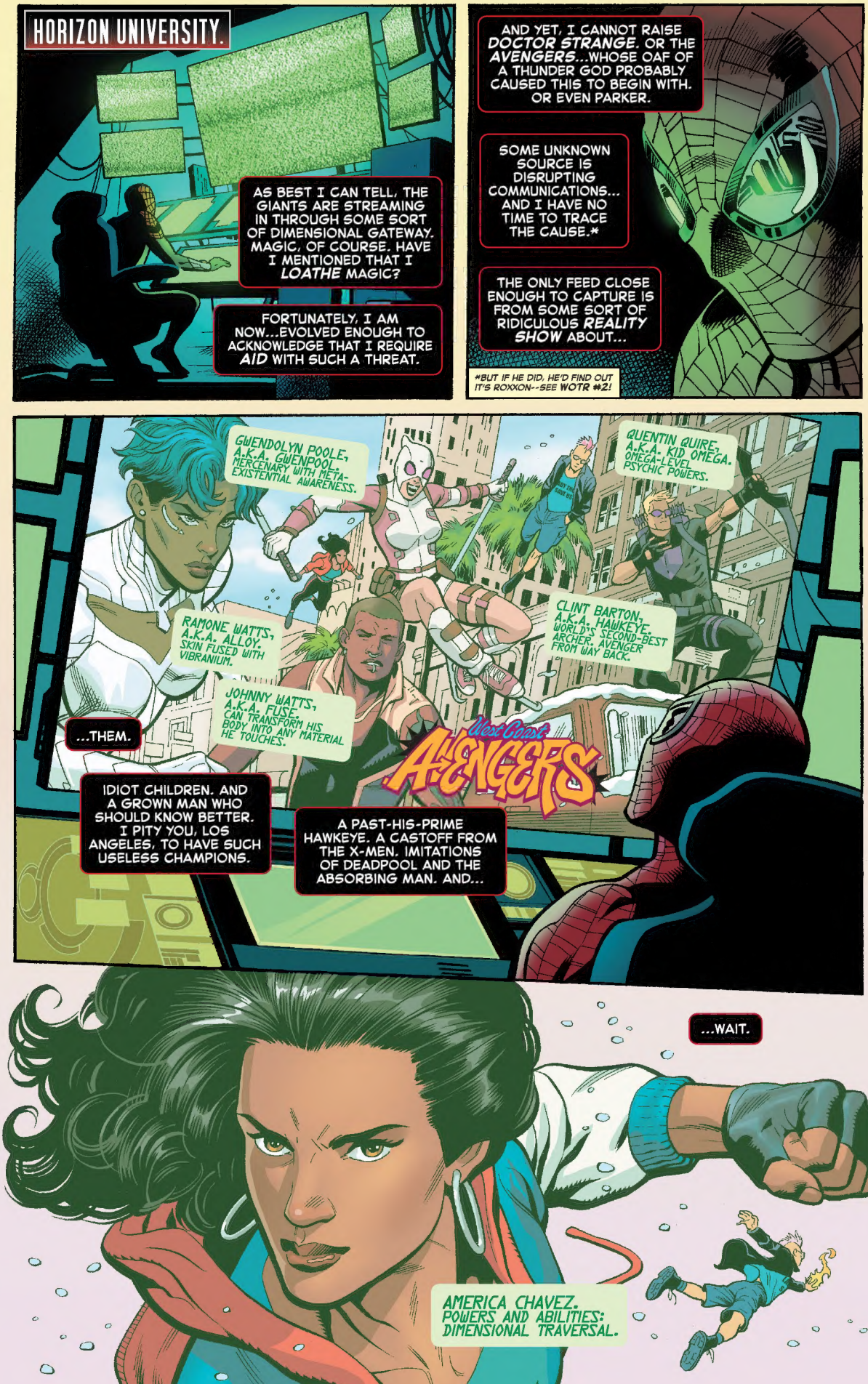
BUT THIS SOLUTION IS TEMPORARY AT BEST. I MAY HAVE PLACED THE PEOPLE OF SAN FRANCISCO OUT OF PHASE WITH OUR REALITY...BEYOND THE REACH OF THE INVADERS...

...BUT THEY NOW EXIST IN A ***LIMBO STATE***. LIKE GHOSTS, BARELY AWARE. AND I HAVE NO DATA AS TO THE EFFECTS OF ***LONG-TERM*** USE OF THIS EXPERIMENTAL TECHNOLOGY.

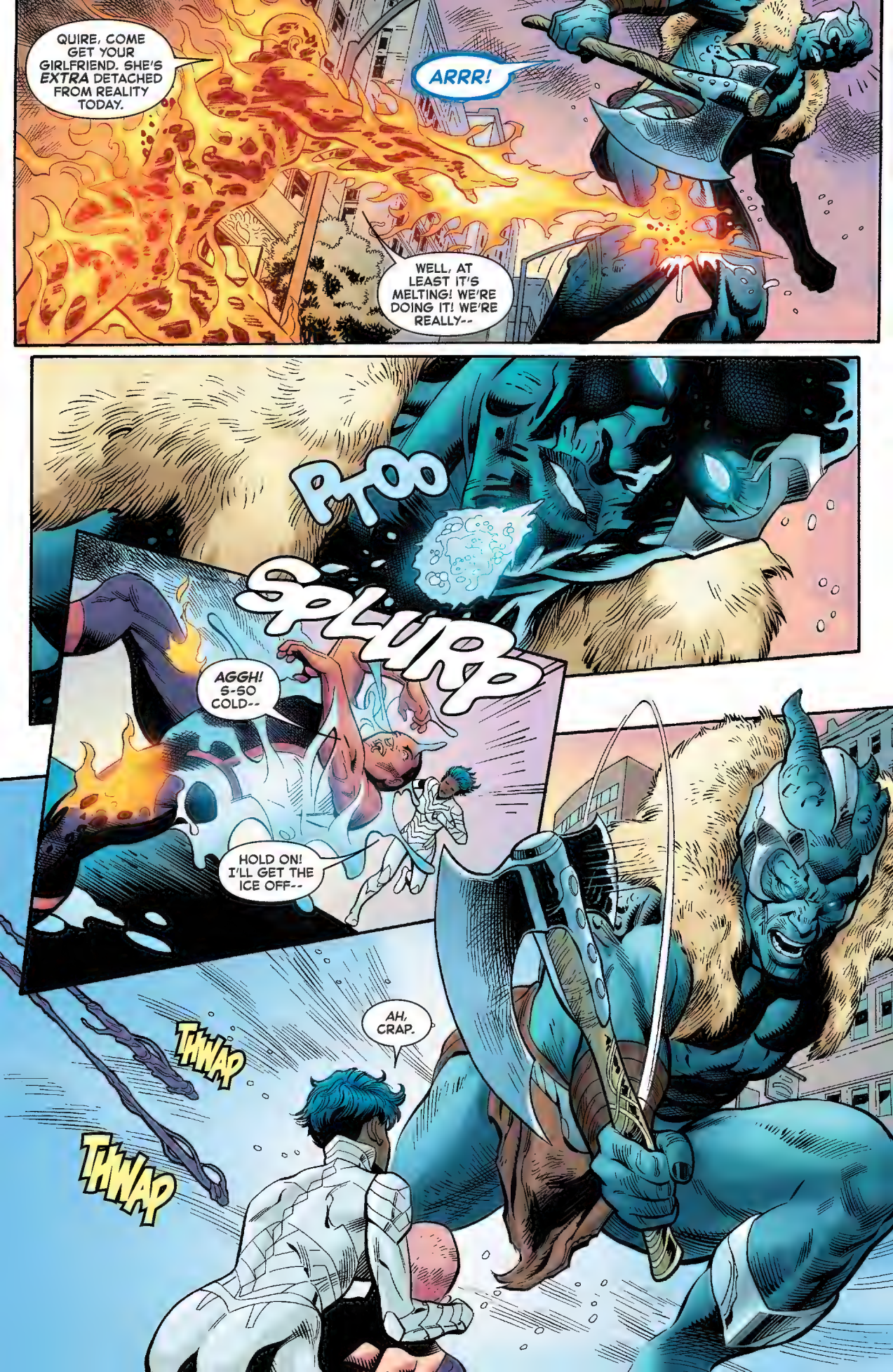
THERE MAY WELL COME A TIME WHEN I CAN ***NO LONGER*** RESTORE THE INHABITANTS OF THE CITY TO NORMAL. I MUST DEFEAT THIS MENACE, AND QUICKLY.

BROTHERS! I'VE FOUND ONE!
KRAMMMM
AND YET...THESE MONSTERS ARE BUT THE SYMPTOM.
STAND STILL, MORSEL!
IF THEY WERE THE ONLY PROBLEM, I COULD SYSTEMATICALLY HUNT AND KILL THEM ALL.
THEY MAY BE GIANT, BUT THEY ARE BASICALLY HUMAN IN STRUCTURE...
...INCLUDING THE ACHILLES TENDON.
SHHKK
AAGHH!

MY GENIUS, AS EVER, WOULD WIN OUT.
BUT MY DILEMMA IS THAT I CAN TRIUMPH IN ONE, OR SIX DOZEN SUCH BATTLES, YET NOT EVEN BEGIN TO AFFECT THE LARGER WAR.
THE WAR OF THE REALMS
KRAK
THUNK
GODS AND MONSTERS GONE TO WAR, WITH EARTH AS THE BATTLEGROUND.
AND ITS INHABITANTS... COLLATERAL DAMAGE.


HORIZON UNIVERSITY.
AS BEST I CAN TELL, THE GIANTS ARE STREAMING IN THROUGH SOME SORT OF DIMENSIONAL GATEWAY. MAGIC, OF COURSE. HAVE I MENTIONED THAT I LOATHE MAGIC?
FORTUNATELY, I AM NOW...EVOLVED ENOUGH TO ACKNOWLEDGE THAT I REQUIRE AID WITH SUCH A THREAT.
AND YET, I CANNOT RAISE DOCTOR STRANGE, OR THE AVENGERS...WHOSE OAF OF A THUNDER GOD PROBABLY CAUSED THIS TO BEGIN WITH. OR EVEN PARKER.
SOME UNKNOWN SOURCE IS DISRUPTING COMMUNICATIONS... AND I HAVE NO TIME TO TRACE THE CAUSE.*
THE ONLY FEED CLOSE ENOUGH TO CAPTURE IS FROM SOME SORT OF RIDICULOUS REALITY SHOW ABOUT...
*BUT IF HE DID, HE'D FIND OUT IT'S ROXXON--SEE WOTR #2!
GWENDOLYN POOLE, A.K.A. GWENPOOL. MERCENARY WITH META-EXISTENTIAL AWARENESS.
QUENTIN QUIRE, A.K.A. KID OMEGA. OMEGA-LEVEL PSYCHIC POWERS.
RAMONE WATTS, A.K.A. ALLOY. SKIN FUSED WITH VIBRANIUM.
CLINT BARTON, A.K.A. HAWKEYE. WORLD'S SECOND-BEST ARCHER. AVENGER FROM WAY BACK.
JOHNNY WATTS, A.K.A. FUSE. CAN TRANSFORM HIS BODY INTO ANY MATERIAL HE TOUCHES.
...THEM.
Uncanny Avengers
IDIOT CHILDREN. AND A GROWN MAN WHO SHOULD KNOW BETTER. I PITY YOU, LOS ANGELES, TO HAVE SUCH USELESS CHAMPIONS.
A PAST-HIS-PRIME HAWKEYE. A CASTOFF FROM THE X-MEN. IMITATIONS OF DEADPOOL AND THE ABSORBING MAN. AND...
...WAIT.
AMERICA CHAVEZ. POWERS AND ABILITIES: DIMENSIONAL TRAVERSAL.

WHAT THE HELL IS GOING ON? AREN'T WE SUPPOSED TO BE AVENGERS? WE SHOULD GET, LIKE, A TEXT ALERT!
IT'S SOME KIND OF WAR. THE BAD GUYS FROM NORSE MYTHOLOGY RUNNING WILD. THAT'S ALL I GOT BEFORE COMMS WENT OUT.
THAT'S ALL WE *NEED*. THEY'RE GIANTS. THEY'RE BAD. WE BEAT THEM DOWN. PRETTY CLEAR TO ME.
LOS ANGELES.
IS IT LIKE THIS ALL OVER THE WORLD? I'VE GOT FRIENDS IN PORTLAND. HOW DO I KNOW IF THEY'RE OKAY?
THANKS FOR THE FIRE, CLINT.
THIS MIGHT BE ANOTHER TUESDAY TO Y'ALL, BUT I AM TOTALLY FREAKING OUT.
GUYS, CHILL.
GET IT? CHILL? I'M HERE ALL WEEK.
THIS IS LOOKING MORE AND MORE LIKE AN *EVENT TIE-IN*. ALL WE NEED TO DO IS WAIT IT OUT, AND IT'LL BE LIKE IT NEVER HAPPENED!


QUIRE, COME GET YOUR GIRLFRIEND. SHE'S EXTRA DETACHED FROM REALITY TODAY.
ARRR!
WELL, AT LEAST IT'S MELTING! WE'RE DOING IT! WE'RE REALLY--
PTOO
SPLURP
AGGH! S-SO COLD--
HOLD ON! I'LL GET THE ICE OFF--
AH, CRAP.
THWAP
THWAP

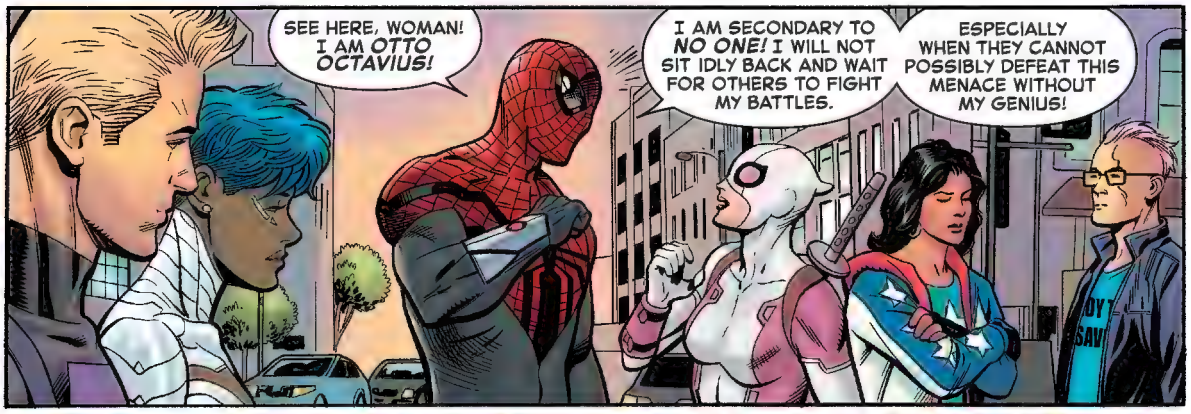
YOUR GENERATION. SO EASILY DISTRACTED.
I BLAME THE SMARTPHONES.
karaoke
THOOOM
SPIDER-MAN? HOW'D HE GET HERE?
NOT THE SPIDER-MAN. I'M SCANNING HIS MIND--HE'S THE ONE FROM SAN FRANCISCO. USED TO BE DOC OCK, APPARENTLY. POSTHUMOUS SIX-PACK. RESPECT.
OCTAVIUS. WORD THROUGH THE GRAPEVINE IS WE'RE SUPPOSED TO GIVE YOU A CHANCE, EVEN THOUGH IT GOES AGAINST MY BETTER JUDGMENT.
CONSIDERING YOU BEGAN AS A CRIMINAL YOURSELF--TO SAY NOTHING OF YOUR HAIRCUT--I PUT LITTLE STOCK IN YOUR JUDGMENT.
BUSY YOURSELF DISPATCHING THESE GIANTS, SO THAT WE MAY CONSIDER A PROPER SOLUTION TO THIS INVASION.
UH, YEAH, GUYS...

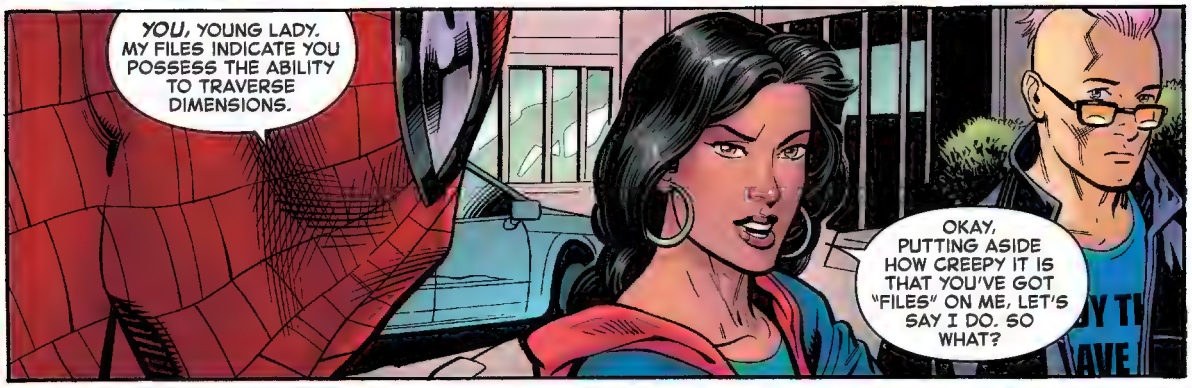
...I THINK THAT ORDER JUST GOT TALLER.
HAH! BACKUP'S ARRIVED! A FULL JOTUN BATTALION!
YOU MORTALS ARE DOOMED NOW. WE'LL USE YOUR SPINES AS TOOTHPICKS!
QUIRE. HOLD THEM OFF WITH A TELEKINETIC FORCE FIELD.
DUH. BUT EVEN I CAN'T MAINTAIN ONE THAT BIG FOR LONG.
ESPECIALLY WITH SERGEANT ICEBLOCK AND FREEZY COMPANY BEATING THE HELL OUT OF IT.
I DO NOT REQUIRE LONG.

THE BARRIER WEAKENS! VICTORY IS NIGH!
HEY...IS IT ME, OR IS IT *HOT* ALL OF A SUDDEN?
WHAT SORCERY--?
THEY'VE TURNED BACK OUR *FIMBULWINTER!* BUT HOW?
I DON'T BLOODY CARE HOW! *FLEE*, BROTHERS!
RETREAT TO THE MOUNTAINS!
WHAT A WORLD, WHAT A WORLD...

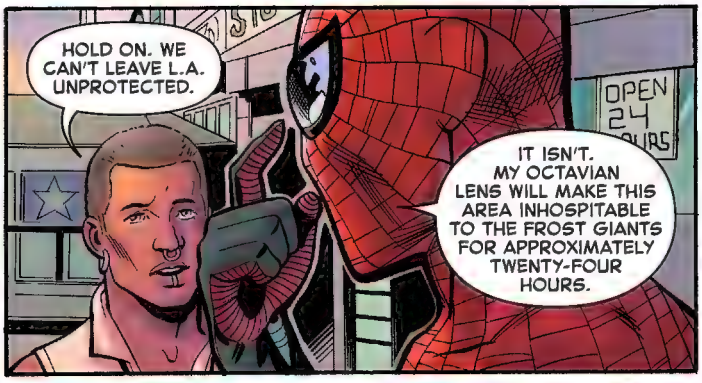
OKAY, THAT WAS PRETTY COOL. HOW'D YOU DO THAT?
A SATELLITE, THAT FOCUSES THE RAYS OF THE SUN. A REMNANT OF A PAST... EXPERIMENT.
HOLD ON, I REMEMBER THAT. YOU SET UP A BUNCH OF THOSE SATELLITES TO BURN HALF THE EARTH!
IT TOOK SPIDER-MAN AND THE AVENGERS TO STOP YOU!*
*SEE SPIDER-MAN: ENDS OF THE EARTH! --NOSTALGIC NICK
THAT WAS MY OLD SELF. I STRUGGLED WITH MENTAL ILLNESS THEN. IT'S QUITE INSENSITIVE OF YOU TO BRING IT UP.
I BET THERE'S AN EDITORIAL CAPTION ABOVE US! YOU DON'T SEE THOSE MUCH NOWADAYS.
YOU KEPT A DEATH RAY IN THE SKY!
AND GIVEN HOW USEFUL IT'S BEEN, I THINK WE SHOULD ALL BE GLAD I DID.
HOWEVER, MY OCTAVIAN LENS WAS A NETWORK OF SATELLITES. THIS ONE, OPERATING ALONE, WILL BURN OUT IN LESS THAN A DAY.
IN THAT TIME, WE MUST TRACE THIS INVASION TO ITS SOURCE. AND CRUSH IT!
SEEING AS I CANNOT MAKE CONTACT WITH ANY LEGITIMATE HEROES, I HAVE CHOSEN YOU TO AID ME.
I GOTTA ADMIT, I KIND OF LIKE THIS GUY.

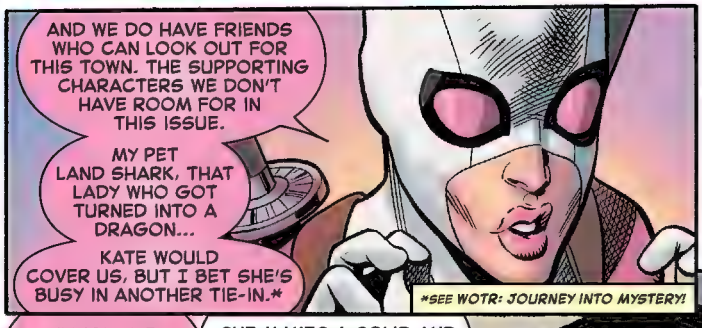
WHOA, HOLD ON. THAT'S NOT HOW THIS WORKS.
IT'S A CROSSOVER EVENT. AND WE'RE AN ANCILLARY TIE-IN.
WE DO OUR LITTLE PART OF THE STORY, SCORE A SMALL VICTORY AND THEN GO BACK TO OUR REGULAR NARRATIVES.
THIS WOMAN IS QUITE MAD.
IGNORE HER. SHE THINKS THIS WORLD IS FICTIONAL AND SHE'S THE ONLY "REAL" PERSON HERE.
TRUST ME, THIS IS HOW YOU WANT IT. THE OTHER OPTION IS WE DIE TRAGICALLY TO SHOW HOW HIGH THE STAKES ARE.
BUT I DON'T THINK WE HAVE ANYTHING TO WORRY ABOUT.
THAT USUALLY HAPPENS TO NEWER CHARACTERS THE WRITERS DIDN'T GROW UP WITH, OR LEGACY CHARACTERS WHOSE FRESHNESS HAS WORN OFF.
AT THE RISK OF ENCOURAGING YOUR INSANITY, WHAT, PRAY TELL, IS A "LEGACY CHARACTER"?
YOU KNOW. ONES WHO WERE CREATED AS HIPPER, EDGIER VERSIONS OF PREVIOUSLY EXISTING CHARACTERS, BUT JUST END UP MAKING FANS WANT THE ORIGINALS BACK.
SO, UH...
MAYBE WE SHOULD GO HIDE.

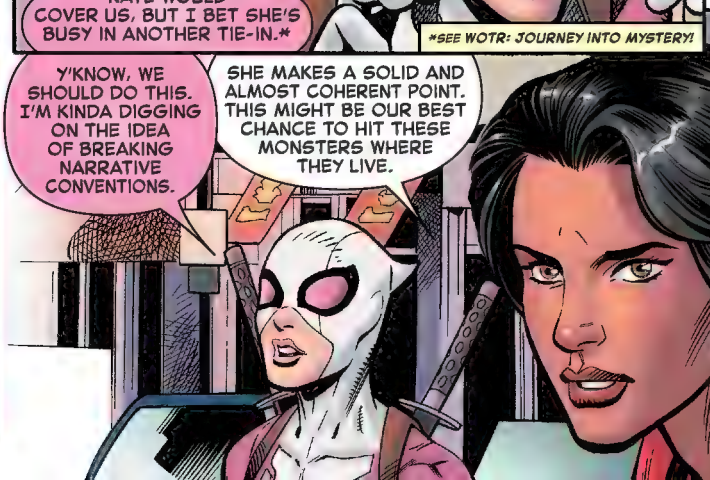

SEE HERE, WOMAN! I AM *OTTO OCTAVIUS!*
I AM SECONDARY TO *NO ONE!* I WILL NOT SIT IDLY BACK AND WAIT FOR OTHERS TO FIGHT MY BATTLES.
ESPECIALLY WHEN THEY CANNOT POSSIBLY DEFEAT THIS MENACE WITHOUT MY GENIUS!


YOU, YOUNG LADY. MY FILES INDICATE YOU POSSESS THE ABILITY TO TRAVERSE DIMENSIONS.
OKAY, PUTTING ASIDE HOW CREEPY IT IS THAT YOU'VE GOT "FILES" ON ME, LET'S SAY I DO. SO WHAT?

THESE GIANTS ARE INVADING FROM ANOTHER DIMENSION. THE *ASGARDIAN REALMS.*
YOU WILL TAKE US THERE, THAT WE MAY STRIKE THE ENEMY AT THE SOURCE!
THAT'S... ACTUALLY NOT A BAD IDEA.


HOLD ON. WE CAN'T LEAVE L.A. UNPROTECTED.
IT ISN'T. MY OCTAVIAN LENS WILL MAKE THIS AREA INHOSPITABLE TO THE FROST GIANTS FOR APPROXIMATELY TWENTY-FOUR HOURS.


AND WE DO HAVE FRIENDS WHO CAN LOOK OUT FOR THIS TOWN. THE SUPPORTING CHARACTERS WE DON'T HAVE ROOM FOR IN THIS ISSUE.
MY PET LAND SHARK, THAT LADY WHO GOT TURNED INTO A DRAGON...
KATE WOULD COVER US, BUT I BET SHE'S BUSY IN ANOTHER TIE-IN.*
*SEE WOTR: JOURNEY INTO MYSTERY!


Y'KNOW, WE SHOULD DO THIS. I'M KINDA DIGGING ON THE IDEA OF BREAKING NARRATIVE CONVENTIONS.
SHE MAKES A SOLID AND ALMOST COHERENT POINT. THIS MIGHT BE OUR BEST CHANCE TO HIT THESE MONSTERS WHERE THEY LIVE.

WELL? YOU'VE ACKNOWLEDGED THE GENIUS OF MY PLAN. WHY THIS DELAY? HOW LONG DOES THIS TAKE?
IT'S NOT WORKING. THESE "ASGARDIAN REALMS"... THEY'RE MAGIC. AND MAGIC HAS ITS OWN ANNOYING RULES.
SORRY. I CAN'T TAKE US THERE.
INTOLERABLE! TRY AGAIN!
I DO NOT WORK FOR YOU, PAL.
HOLD ON. I HAVE AN IDEA.
BABE, YOU CAN STILL TELEPORT US AROUND EARTH, RIGHT? LIKE, TO NEW YORK?
SURE.
SMART THINKING, RAMONE. THERE'S A TON OF ASGARDIAN REFUGEES IN NEW YORK.
EXACTLY. AND IF ANYONE KNOWS HOW TO GET TO THE SOURCE OF ALL THIS, IT'S THEM.
DO AS THEY SAY, WOMAN!
DUDE, YOU ARE WORKING MY LAST NERVE...

BE READY FOR ANYTHING!
YEAH, MY IDEA OF "ANYTHING" HAS EXPANDED QUITE A BIT LATELY...
YOU DID IT! AMERICA, YOU--
WAAAH!
WOOOOSH

FWOOSH
HEY! SORRY FOR THE COLD WELCOME.
AND I HATE TO BE THAT CELEBRITY WHO JUST ASSUMES YOU KNOW WHO HE IS. BUT LET'S FACE IT, YOU DO.
C'MON. PARTY'S THIS WAY. IT'S GOT EVERYTHING-- FROST GIANTS, DARK ELVES, TROLLS...
THWIP
TROLLS. BEEN A LONG TIME SINCE I LAID THE SMACKDOWN ON TROLLS.
DEFINITELY A CROSSOVER. GRATUITOUS GUEST STAR, AND NOW HERE COMES A...

EW.RXL AVENGERS

...GIANT BATTLE SCENE!

RICHARDS! EXCELLENT. UNLIKE SOME OF YOUR PEERS, YOU'VE TREATED MY INTELLECT WITH RESPECT IN THE PAST.

SURELY WITH OUR COMBINED GENIUS, WE CAN LOCATE THE SOURCE OF THE INVASION.

I'M OPEN TO THAT, OCTAVIUS...

...AFTER WE END THE IMMEDIATE THREAT.

HAWKEYE? 'ZAT YOU?

IT'S ME, BEN. AND MY WATCH SAYS IT'S CLOBBERIN' TIME!

DON'T BOGART MY CATCHPHRASE, PAL.

WELL, WE'RE GLAD FOR THE HELP. THINGS ARE ESCALATING QUICKLY HERE.

VERY WELL. THEN...
...THE DIE IS CAST!
THWAP
THWAP
DUDE. IS THAT YOUR CATCHPHRASE?
IT'S SO BAD IT'S ACTUALLY KINDA AWESOME...
KRAK

RICHARDS! THIS ENDLESS BATTLE TRIES MY PATIENCE!
IT IS A WASTE OF TIME! WE MUST FIND THE SOURCE OF THE INVASION, AND STRIKE THE ENEMY THERE!
WE'VE GOT TEAMS DOING THAT, OCTAVIUS. OUR JOB IS TO DEFEND NEW YORK.
EVEN YANCY STREET. SO GET TA CLOBBERIN' AND SHUT YOUR PIE-HOLE!

UNACCEPTABLE.

PERHAPS *YOU* ARE CONTENT TO BE A BIT PLAYER IN THIS WAR, BUT THE SUPERIOR SPIDER-MAN IS NOT.

TZUUU

IF WE REQUIRE TIME TO SPEAK PROPERLY...

TZUU

TZUU TZUU

...I SHALL BUY US TIME.

THWAP

THWAP

TZUUU

TZUUU

WHERE'D THEY GO?

THEY ARE HERE, BUT OUT OF PHASE WITH OUR DIMENSION. I DID THE SAME TO THE PEOPLE OF SAN FRANCISCO, TO PROTECT THEM.

NOT TO SEEM UNGRATEFUL, BUT IF YOU COULD'VE DONE THIS THE WHOLE TIME...

I HAVE DETERMINED, TO MY SORROW, THAT THE ASGARDIANS' ***MYSTICAL*** NATURE MAKES THE EFFECT ON THEM ONLY TEMPORARY.

THEY WILL REAPPEAR IN A FEW MINUTES. BUT, FOR A SHORT TIME, OUR RESPECTIVE LACKEYS CAN KEEP THE BATTLE IN HAND, RICHARDS.

RAMONE WATTS, A.K.A. ALLOY

CLINT BARTON, A.K.A. HAWKEYE

AMERICA CHAVEZ

DID HE JUST CALL US "LACKEYS"? WE'RE THE ***WEST COAST AVENGERS,*** NOT "LACKEYS"! AND DEFINITELY NOT ***HIS!***

OR WE COULD *REALLY* TAKE IT TO THE BAD GUYS WHILE THEIR NUMBERS ARE LOWER.
DO AS YOU WISH, STRIPLING. IT IS ONLY RICHARDS I REQUIRE. THE REST OF YOU ARE *INCONSEQUENTIAL*.
YOU'RE ABOUT *TWO SECONDS* FROM PANTS ON FIRE, PAL.
JOHNNY, WAIT.
OCTAVIUS TRIED TO HELP US, DESPITE HIS MENTAL STATE AT THE TIME, DURING A... *VERY* DIFFICULT POINT IN OUR LIVES.*
YOU'VE GOT FIVE MINUTES, DR. OCTAVIUS. WE'LL HOLD THE FORT THAT LONG.
YOU HAVE MY GRATITUDE, MRS. RICHARDS.
*IN THE TRAGIC *FANTASTIC FOUR #267*! --NOT-CRYING-YOU'RE-CRYING NICK
THE ASGARDIANS TRAVEL BY MEANS OF WHAT THEY CALL THE *BIFROST*. OUR ENEMY MALEKITH'S FORCES HAVE THEIR OWN VERSION, THE *BLACK* BIFROST, AND WE CAN'T GET ACCESS TO IT.
OUR SIDE HAS A DAMAGED BIFROST THAT'S FUNCTIONAL BUT LIMITED. THE AVENGERS HAVE USED IT TO DISPATCH TEAMS TO VARIOUS POINTS.
AND THAT SEEMS TO HAVE EXHAUSTED ITS POWER, AT LEAST FOR NOW.
I HAVE MY OWN TELEPORTER, *MS. AMERICA CHAVEZ*, THOUGH SHE HAS WOEFUL INADEQUACIES WHEN IT COMES TO MAGIC.
LITERALLY EVERY WORD YOU JUST SAID MAKES ME WANT TO PUNCH YOU.

WELL, THIS MIGHT HELP. I ANALYZED OUR SIDE'S BIFROST ENERGY... IN SCIENTIFIC TERMS.
MAGIC, I CONFESS, IS A BIT--
OFFENSIVE, I QUITE AGREE.
BUT THIS IS IDEAL, RICHARDS. WITH THIS, I CAN AT LEAST ACCESS THE ASGARDIAN REALMS... AND WIN THIS BATTLE!
AS I SAID, WE HAVE TEAMS ON THAT. WE COULD USE YOUR HELP HERE--
HOLDING A SINGLE CITY WHEN THE WORLD IS AT STAKE? BAH.
HE CAN'T ACCEPT HIS PLACE IN THE CROSSOVER HIERARCHY.
AT SOME POINT, WE'RE ALL IN AN ANCILLARY TIE-IN. YOU SHOULDN'T TAKE IT PERSONALLY.
GWENDOLYNE POOLE, A.K.A. GWENPOOL
IGNORE THIS YOUNG WOMAN. SHE IS QUITE MAD.
WHY DO I GET THE FEELING EVERYONE WHO CHALLENGES HIM GETS CALLED "CRAZY"?
YOU'VE GOT A POINT. BUT IN GWENPOOL'S CASE, IT'S ALSO KINDA FAIR.
HUGE FAN, BY THE WAY.
JOHNNY WATTS, A.K.A. FUSE
NOW WE SHALL BE OFF.
TO ME, MY WEST COAST AVENGERS!
HE DID NOT.
I KINDA LOVE IT.
QUENTIN QUIRE, A.K.A. KID OMEGA

MS. CHAVEZ, I AM SYNTHETICALLY MIMICKING THIS "BIFROST" ENERGY. CAN YOU DUPLICATE IT?
WHOA. HEAD RUSH.
YEAH. YEAH, I CAN.
THEN LET US WIN THIS WAR!
STRETCHO, I GOTTA TELL YA, I THINK ALL 'A THEM JOKERS ARE NUTTIER'N SQUIRREL POOP.
I BELIEVE THAT IS, IN FACT, THE SCIENTIFIC TERM FOR IT, BEN...

THE SWAMPS OF SVARTALFHEIM. REALM OF THE DARK ELVES.
CHAVEZ! WHAT IS THIS NONSENSE?
YOU WERE MEANT TO BRING US TO AN AVENGERS STRIKE TEAM!
I TRIED. THERE'S SOMETHING KEEPING ME FROM GETTING A FIX ON THEM. FEELS LIKE MAGIC AGAIN... BUT, LIKE, EXTRA MAGIC THIS TIME.
IF THIS BIFROST THING IS OUR SIDE'S TRANSPORTATION, MAKES SENSE WE'D TAKE STEPS TO PROTECT IT.
OKAY, SINCE EVERY INCH OF THIS PLACE SEEMS TO BE CRAWLING WITH MONSTERS, WE CAN'T JUST WANDER AROUND BLIND. WHAT THE HELL DO WE DO?

HRM. CAN YOU FIND THE OTHER STRIKE TEAM? THE ONE IN THE FROST GIANTS' REALM?
LET ME THINK...YEAH. YEAH, I GOT 'EM.
THEN TAKE US THERE.
I AM GETTING REAL TIRED OF YOU GIVING ME ORDERS.
QUIRE, COVER ME.
WAIT, WE JUST GOT HERE.
DAMMIT, DOC OCK, IF YOU GOT US INTO A MONTAGE, I AM SO GONNA KICK YOUR...

JOTUNHEIM. HOME OF THE FROST GIANTS.
OH GREAT, FROM SWAMPS TO A BLIZZARD. JUST SAYING, YOU EVER NOTICE GUY CHARACTERS NEVER GO PLACES LIKE THIS WITH BARE LEGS?
SILENCE. WE MUST LOCATE... AH. THERE.
THE HELL IS THIS NOW?
LUKE CAGE
IRON FIST
CLINT? IS THAT YOU?
QUIRE? GO HOME. THIS IS GROWN-UP STUFF.*
CAPTAIN AMERICA
WOLVERINE
SPIDER-MAN
AH, MAN.
OTTO, WHAT ARE YOU DOING TO THESE POOR KIDS?
*IT'S THE TEAM FROM WOTR STRIKEFORCE: THE LAND OF GIANTS! --NORSE-ENTHUSIAST NICK

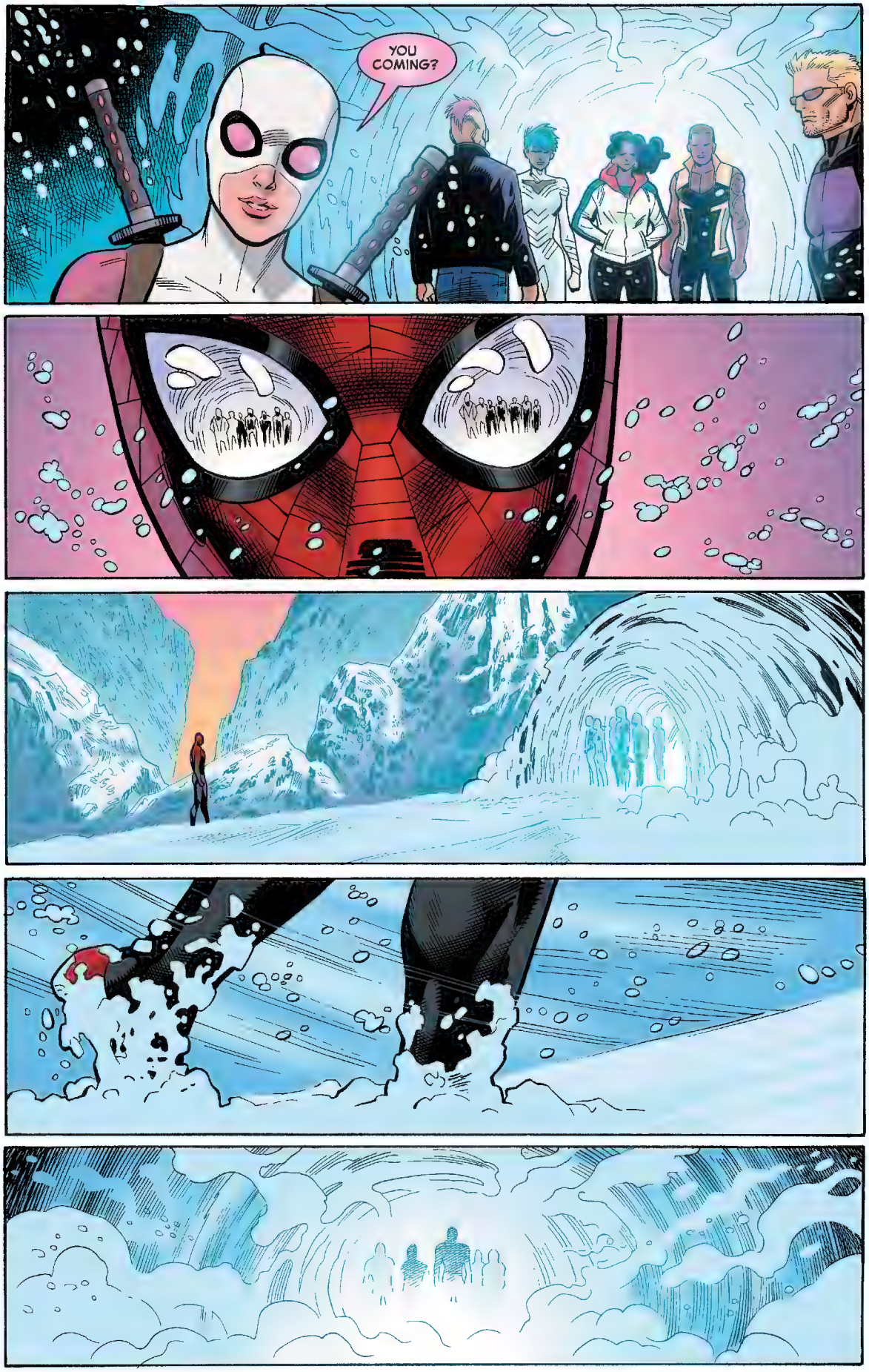
EXCELLENT! AT LAST.
ONE SIDE, SPIDER-MAN. I MUST SPEAK WITH CAPTAIN AMERICA REGARDING THE OPTIMAL STRATEGY FOR CRUSHING OUR ENEMIES.
OUR DISCUSSION OF TACTICS WILL BE FAR BEYOND YOUR COMPREHENSION.
LISTEN, OTTO. WE'RE GLAD FOR THE HELP, BUT WE'VE GOT IT UNDER CONTROL. REALLY.
DO NOT TRY MY PATIENCE!
GOOD TO SEE YOU, CLINT. WHO ARE YOUR FRIENDS?
MY--? WE'RE THE WEST COAST AVENGERS NOW! YOU... REALLY HAVEN'T HEARD?
SO ARE YOU DEAD OR NOT? I CAN NEVER REMEMBER.
MAKES TWO OF US.
I PRESUME YOU MARCH ON THE ENEMY. YOU CANNOT WIN WITHOUT MY GENIUS!
I MEAN, WE'RE MARCHING ON AN ENEMY. WE THINK THOR'S HERE SOMEWHERE, AND WE AIM TO GET HIM OUT. BUT WE DON'T NEED--

THOR? YOU ARE HERE SOLELY TO RECOVER *THAT* BUFFOON?
YOU GOTTA HAVE MULTIPLE QUESTS IN A CROSSOVER. OR IT'S JUST A STORY ARC.
FORGET THOR! WE MUST FIND AND TAKE THIS BLACK BIFROST, RESTRICTING THE ENEMY'S MOVEMENTS! *THAT* IS THE KEY TO VICTORY!
YEAH, *UH*, LOOK AROUND. THIS IS A THOR-CENTERED EVENT. I'M GUESSING *HE'S* THE KEY TO--
ENOUGH OF YOUR LUNATIC PRATTLING, WOMAN!
OTTO...
...YOU NEED TO GO HOME.

YOU... DARE?!
MY CITY IS UNDER THREAT! THE PEOPLE-- THE WORLD I HAVE SWORN TO PROTECT IS ENDANGERED! I WILL NOT STAND IDLY BY!
WITH SUPERIORITY COMES RESPONSIBILITY!
STOLE AND MANGLED MY CATCHPHRASE. IMPRESSIVE.
LISTEN TO ME, OTTO. NO ONE'S ASKING YOU TO JUST DO NOTHING.
WE WANT YOU ON THE WALL. WE NEED YOU ON THE WALL.
BUT TRUST ME, I'VE BEEN IN A LOT OF THESE THINGS. THE ONLY WAY WE WIN IS BY WORKING AS A TEAM.
SOMETIMES THAT MEANS YOU'RE ON THE FRONT LINES, AND SOMETIMES IT MEANS YOU'RE GETTING THE HULK FRESH PANTS.
SOMETIMES YOU'RE PUNCHING OUT THANOS, AND SOMETIMES YOU'RE FIGHTING HENCHMAN #2 IN A CHUCK E. CHEESE.
WHATEVER IT TAKES, YOU DO IT. BECAUSE IT'S NOT ABOUT YOU. IT'S ABOUT DOING THE MOST GOOD.
YOU TRUST YOUR BUDDIES. YOU TRUST THE PLAN. AND YOU DO YOUR JOB.

UTTER DRIVEL!
HEAR ME, AVENGERS! FORGET THOR. WE SHALL RETURN TO SVARTALFHEIM AND FIND THIS BLACK BIFROST!
I, OTTO OCTAVIUS, SHALL LEAD YOU!
TALK TO YOUR BOY, WEBS.
HE'S EMBARRASSIN' HIMSELF.
GO BACK TO EARTH, OTTO.
THERE'S A WHOLE WORLD OF PEOPLE THAT CAN USE YOUR HELP.
FOOLS. BLIND IDIOTS!
YOU SHALL SEE REASON, OR MY ALLIES AND I SHALL MAKE YOU--

"ALLIES"? I KNOW YOU'RE NOT TALKING ABOUT US.
THOSE GUYS ARE RIGHT. WE'RE OUTTA HERE.
YEAH. YOUR HEAT RAY'LL BE DOWN SOON, AND L.A. NEEDS US.
SORRY, DOC. WE TRIED.
TRAITORS! MUTINEERS!
I COMMAND YOU TO OBEY ME!
LISTEN, BIG GUY. I GET IT.
EVERYONE'S THE HERO OF THEIR OWN STORY. SO WHEN YOU FIND OUT THERE ARE OTHER STORIES WHERE YOU DON'T EVEN RATE A MENTION, IT SUCKS.
BUT I'LL TELL YOU SOMETHING. I'VE BEEN PAYING ATTENTION.
TO THE REDSHIRTS. THE BACKGROUND EXTRAS. THE DAY PLAYERS.
THEY'RE PEOPLE TOO. EVEN IF THE POWERS THAT BE DON'T THINK OF 'EM THAT WAY.
IF, IN THIS WHOLE WAR, ALL YOU DO IS SAVE ONE GUY...
...YOU ARE THE MOST IMPORTANT PERSON IN THAT GUY'S WORLD.


YOU COMING?

VENTURA, CALIFORNIA
I CAN'T SEE THROUGH THIS SNOW! WE SHOULD'VE STAYED AT HOME.
AND LET THOSE... *THINGS* FIND US? YOU HEARD THEM STOMPING ALL OVER THE MILLERS' PLACE!
I HEARD IT'S WARM IN L.A. WE NEED TO--
EEEEE!
THMP
KRASHH

NOT MUCH FLESH ON YOU, IS THERE?
STILL, AT LEAST THERE ARE FOUR OF YOU. AND I AM FAMISHED.
WHAT--?
THWAP
THWAP
HEARD YOU'RE HUNGRY.
TRY SWALLOWING YOUR TEETH.

THWAP
THWAP
WHAKOOOM
EASY. ARE YOU INJURED?
I...THINK WE'RE ALL OKAY.
THANK YOU SO MUCH. IF YOU HADN'T BEEN HERE, I--WE--
MADAM, IT IS MY HONOR.

B-BUT THERE ARE MORE OF THEM. LOTS MORE.
OH, GOD... I CAN HEAR THEM! THEY'RE COMING!
THOOM THOOM THOOM
DO NOT FEAR, SIR. TAKE YOUR FAMILY TO SHELTER.
WE SHALL NOT ABANDON YOU IN YOUR HOUR OF NEED.
AND TELL OTHERS YOU MEET THAT THEY HAVE CHAMPIONS.
THEY SHALL KNOW US BY OUR BATTLE CRY...

...AVENGERS ASSEMBLE!
DO ME A FAVOR. GO BACK TO "THE DIE IS CAST."

WE ♡ SSM!

...SO FOR SAVING OUR CITY AND ITS PEOPLE FROM THE ALIEN THREAT OF *TERRAX*...
...FROM THE DEMONIC EVIL OF *MASTER PANDEMONIUM*...
...AND, MOST RECENTLY, FROM THE INVADING ARMY OF FROST GIANTS, ENSURING THAT SAN FRANCISCO EXPERIENCED NOT A SINGLE CASUALTY IN THE *WAR OF THE REALMS*...
...IT IS MY PLEASURE AND PRIVILEGE TO PRESENT THE KEY TO THE CITY OF SAN FRANCISCO TO OUR VERY OWN FRIENDLY NEIGHBORHOOD PROTECTOR...
...THE *SAN FRANCISCO SPIDER-MAN!*
CITY HALL

THAT'S "SUPERIOR" SPIDER-MAN.
THANK YOU, MAYOR.
THIS IS...AN HONOR...
...THAT I QUITE FRANKLY...
FORGIVE ME. I AM RECEIVING WORD OF AN EMERGENCY.
I MUST GO!
WHERE IS IT? I CAN SEND THE POLICE--
NO NEED! THIS IS A BATTLE ONLY I CAN FIGHT...ALONE! FAREWELL!

HORIZON UNIVERSITY
OKAY. WHAT WAS THAT ALL ABOUT?
LAB OF DR. ELLIOT TOLLIVER.
A.K.A. THE SUPERIOR SPIDER-MAN.
THERE WAS NO EMERGENCY. WHY'D YOU RUSH OFF?
BAH. I HAVE NO STOMACH FOR SUCH PUFFERY.
HORIZON UNIVERSITY
I ATTENDED AT YOUR INSISTENCE, BUT IT BECAME CLEAR THE MAYOR WOULD DRONE ON INTERMINABLY.
A WASTE OF PRECIOUS TIME I COULD DEVOTE TO MY TEACHING OR RESEARCH.
QUITE FRANKLY, ANNA MARIA, I AM SURPRISED YOU PUT ANY STOCK IN EMPTY CEREMONY OF THAT NATURE.
I WOULDN'T CALL IT EMPTY. THIS CITY'S BEEN THROUGH A LOT. THEY COULD USE A CELEBRATION.
THEN LET THEM CELEBRATE. I HAVE MORE PRESSING CONCERNS.
BUT YOU ALWAYS WHINE ABOUT HOW NO ONE RESPECTS YOU OR APPRECIATES WHAT YOU DO.
NOW YOU'VE FINALLY GOT WHAT YOU WANTED. WHAT'S THE PROBLEM?
I...WANT THE ABILITY TO DO MY JOB AS WELL AS POSSIBLE. THAT IS ALL.

EMMA. EXCUSE MY HASTE. I DID NOT EXPECT TO SEE YOU.
HELLO, OT--UH, ELLIOT.
DOCTOR MARCONI, COULD YOU GIVE US A MINUTE?
GLADLY. FAIR WARNING: HE'S BEING EXTRA EXTRA TODAY.
EMMA, I HAVE APOLOGIZED FOR THE EVENTS OF OUR DATE. IF I'VE DONE ANYTHING TO MAKE YOU FEEL THREATENED, I'M SORRY--
NO, OTTO. I'M THE ONE WHO'S HERE TO APOLOGIZE.
YOU SAVED THE WHOLE CITY FROM THOSE GIANTS. AND BEFORE THAT, ALL THE DEMONS. INCLUDING ME.
I KNOW I REACTED BADLY WHEN YOU TOLD ME THE TRUTH ABOUT WHO YOU ARE.
AND I STILL HAVE...QUESTIONS... ABOUT THE STUFF YOU DID AS DOCTOR OCTOPUS AND HOW IT SQUARES WITH WHO YOU ARE NOW.
BUT... YOU'VE EARNED THE BENEFIT OF THE DOUBT.
CAN WE TRY AGAIN? A DEMON-FREE DINNER THIS TIME?

WHAT IS WRONG WITH EVERYONE?
FAWNING OVER ME AS THOUGH I'M SOME SORT OF--
I DO NOT BELIEVE ANOTHER DINNER IS IN ANYONE'S BEST INTERESTS, EMMA.
AND I SUGGEST YOU THINK ABOUT WHAT MANNER OF DYSFUNCTION MIGHT SPUR YOU TO DESIRE SUCH A THING.
EXCUSE ME.
I WISH TO BE UNDISTURBED...
...BY ANY MORE FOOLISHNESS.
OKAY, YOU DIDN'T LIE.
BUT ISN'T THAT KIND OF--
YEAH. BEYOND HIS USUAL BRAND OF WEIRD.
I'M STARTING TO THINK SOMETHING'S REALLY WRONG...

THE NEXT DAY
YOU UTTER POLTROONS!
A BEAUTIFUL SAN FRANCISCO DAY! AND YET YOUR EYES ARE GLUED TO THOSE INFERNAL DEVICES!
GOD FORBID YOU HAVE A MOMENT TO THINK! TO REFLECT ON THE DEPRAVITY AND TURPITUDE YOU'VE MADE PART AND PARCEL OF YOUR EVERYDAY LIVES!
THE DESTRUCTION OF THE PLANET! THE DEATH OF MORAL DECENCY! YOU BLITHELY IGNORE THESE THINGS, SECURE IN THE GLOW OF YOUR SCREENS!
WELL, LET'S SEE IF THEY DISTRACT YOU FROM YOUR OWN DESTRUCTION... AT THE HANDS OF TURNER D. CENTURY!
FWOOSH

THWOP
EH--?
IDIOT POPINJAY.
YOU PINE FOR THE NINETEENTH CENTURY, YET BARELY SEEM OLD ENOUGH TO RECALL THE *TWENTIETH.*
HAVE YOU LOOKED AT THESE PEOPLE? THEIR RIDICULOUS FACIAL HAIR MIRRORS YOUR OWN!
LIES!
MY MUSTACHE IS WAXED TO PERFECTION! THEIR UNRULY BEARDS ARE *FILTHY!*
FSSSS
I WILL KILL YOU ALL WITH FIRE!

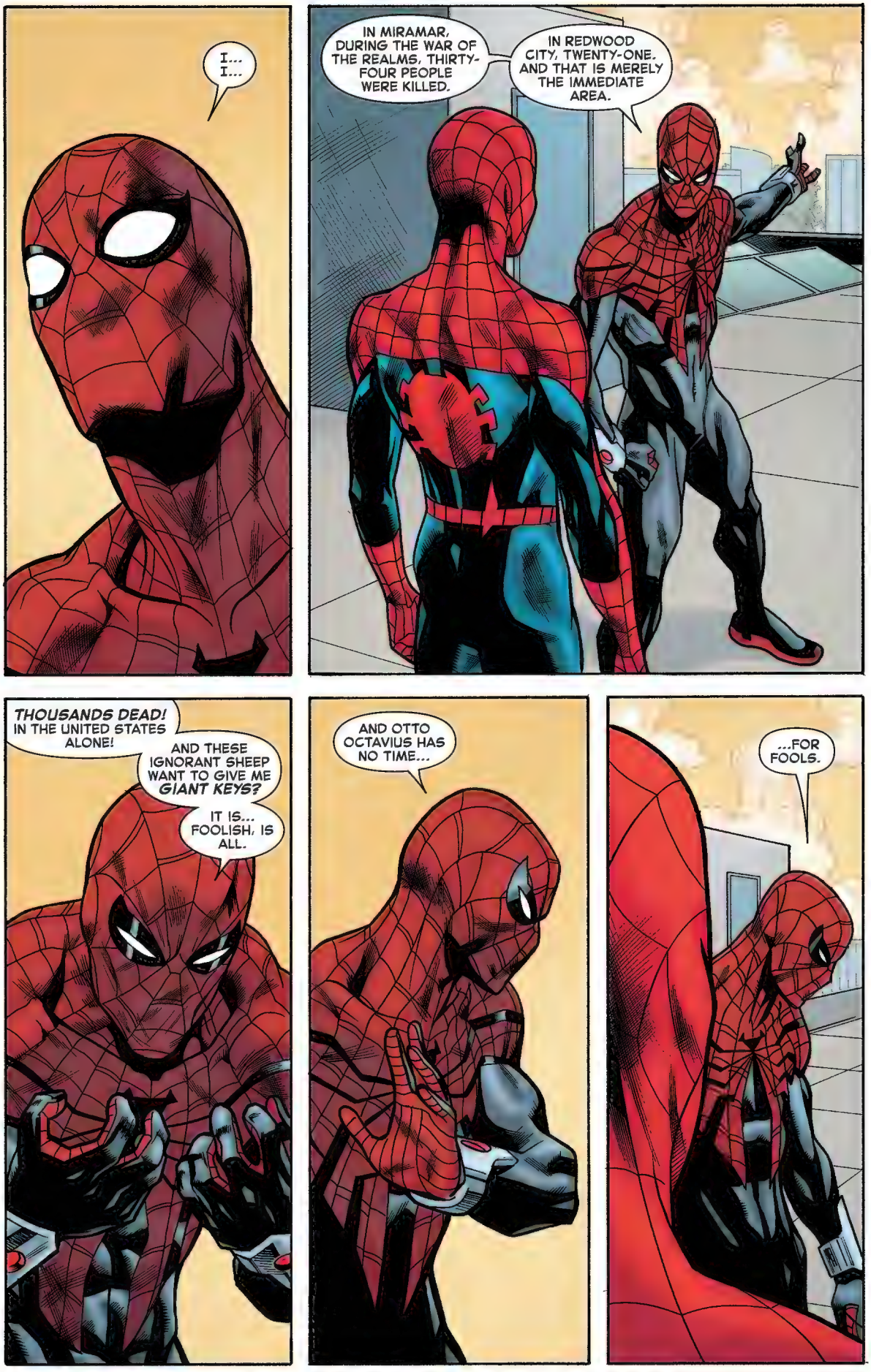
AN EXPRESSION THAT WAS NOT IN USE IN THE 1800s.
YOUR PERSONA IS UNDONE AS EASILY AS YOUR WEAPONS.
THWAP
HA! THE BOMB WAS JUST A DISTRACTION!
NOW YOU, AND EVERYONE ELSE TOO YOUNG TO APPRECIATE THE MERITS OF BYGONE DAYS, WILL PERISH...
...AT THE HANDS OF MY TIME HORN! LETHAL TO THE NERVOUS SYSTEMS OF EVERYONE BELOW LATE MIDDLE AGE!
HROOOOOONKK
AAGGH!
DIE!
AND TAKE YOUR AVOCADO TOAST-FLAVORED, DUCK-FACED NARCISSISM WITH YOU!

IMPOSSIBLE! YOU SHOULD BE IN AGONY! DYING!
YOU CAN'T BE OLD ENOUGH TO WITHSTAND THE TIME HORN!
I AM OLD AT HEART.
THROK
YOU'RE JUST LIKE THEM! UTTERLY SELF-CENTERED! DISTRACTED BY THE LATEST SHINY OBJECT!
PATHETIC FOOL! CAN'T YOU SEE YOU EMBODY THE VERY NARCISSISM YOU CLAIM TO DESPISE?
KRRNNCH
CAN NONE OF YOU SEE WHAT TRULY MATTERS?
BRAK

THWIP
I THINK HE GOT THE MESSAGE.
EH--?
YOU. I WARN YOU, IF YOU ARE HERE TO VEX ME--
EASY, BIG FELLA. NO VEXING. JUST SWUNG BY TO CHAT. LET ME WEB UP YOUR SPARRING PARTNER...
HEY, TURNER D. CENTURY! LAST TIME I SAW YOU, YOU WERE GETTING BEAT UP BY A SENIOR CITIZEN.*
I THOUGHT YOU WERE DEAD OR SOMETHING.
THWIP
I WAS RESURRECTED BY THE DREAD DORMAMMU TO CLEANSE THE WORLD OF HIPSTERS--
*SEE MARVEL TEAM-UP #120 (1982!) --"OLD MAN" CHRISTOS
THWIP
--URK!
YEAH, JUST REALIZED I DON'T CARE.
C'MON, "SUPERIOR"...SHOW ME AROUND YOUR TOWN.

AS YOU CAN SEE, THERE WAS SOME STRUCTURAL DAMAGE DONE BY THE INVADING FROST GIANTS.
BUT NO CASUALTIES, RIGHT? I HEARD YOU SHIFTED THE ENTIRE POPULATION TO A LIMBO DIMENSION. EVEN HOUSE PETS.
NICE WORK, OTTO. REAL FIRST-CLASS...HERO-ING. IS THAT A WORD?
I CARE NOTHING FOR YOUR PRAISE.
WHAT ARE YOU DOING HERE, IF NOT SPYING ON ME?
WELL, I KNOW SOMETIMES WHEN I FINISH A BIG SERIES OF FIGHTS, I KINDA EXPERIENCE A LETDOWN.
Y'KNOW, A SORT OF "WHY AM I EVEN DOING THIS, I SUCK, BY THE TIME UNCLE BEN WAS MY AGE HE WAS MARRIED AND OWNED A HOME" FEELING.
JUST, UH, FOR THE SAKE OF EXAMPLE...
AND, HEY, THAT'S PERFECTLY NORMAL.
IT'S EXHAUSTION. STRESS. AND THE INSECURITIES WE ALL HAVE BUBBLING UP.
YOU JUST GOTTA PUT ONE WEB IN FRONT OF THE OTHER AND... HANG IN THERE.

IS YOUR ENTIRE VOCABULARY COMPRISED OF EMPTY PLATITUDES?
YOUR INNER VOICE IS RIGHT, FOOL!
OKAY! MAYBE TALKING ABOUT ME WAS A BAD IDEA.
BECAUSE I'M GONNA NEED A LOT OF THERAPY NOW, AND I CAN'T AFFORD IT.
LOOK, I KNOW I SUCK AT THIS. BUT ANNA MARIA'S WORRIED ABOUT YOU. SHE SAID YOU'VE BEEN REALLY DOWN ON YOURSELF.
SOMEONE OF YOUR POWER AND INTELLECT SHOULD OWN A HOME BY NOW! SEVERAL!
GOOD HEAVENS, MAN, YOU COULD HAVE A NOBEL PRIZE IF YOU WEREN'T SUCH A NAVEL-GAZING CHILD, LEAPING AROUND LIKE A CLOWN FOR THE APPROVAL OF COMPLETE STRANGERS!
EXISTENTIAL CRISES ARE MY SPECIALTY. I HAVE THREE BEFORE MY MORNING BAGEL.
BUT YOU ALWAYS HAD A VERY HEALTHY EGO. AND YOU'VE BEEN DOING GREAT.
SO SEEING AS I'M OBVIOUSLY NOT GOOD AT THE DELICATE APPROACH, I'M JUST GONNA ASK.
WHAT'S WRONG?


I...
I...
IN MIRAMAR, DURING THE WAR OF THE REALMS, THIRTY-FOUR PEOPLE WERE KILLED.
IN REDWOOD CITY, TWENTY-ONE. AND THAT IS MERELY THE IMMEDIATE AREA.
THOUSANDS DEAD! IN THE UNITED STATES ALONE!
AND THESE IGNORANT SHEEP WANT TO GIVE ME GIANT KEYS?
IT IS... FOOLISH, IS ALL.
AND OTTO OCTAVIUS HAS NO TIME...
...FOR FOOLS.

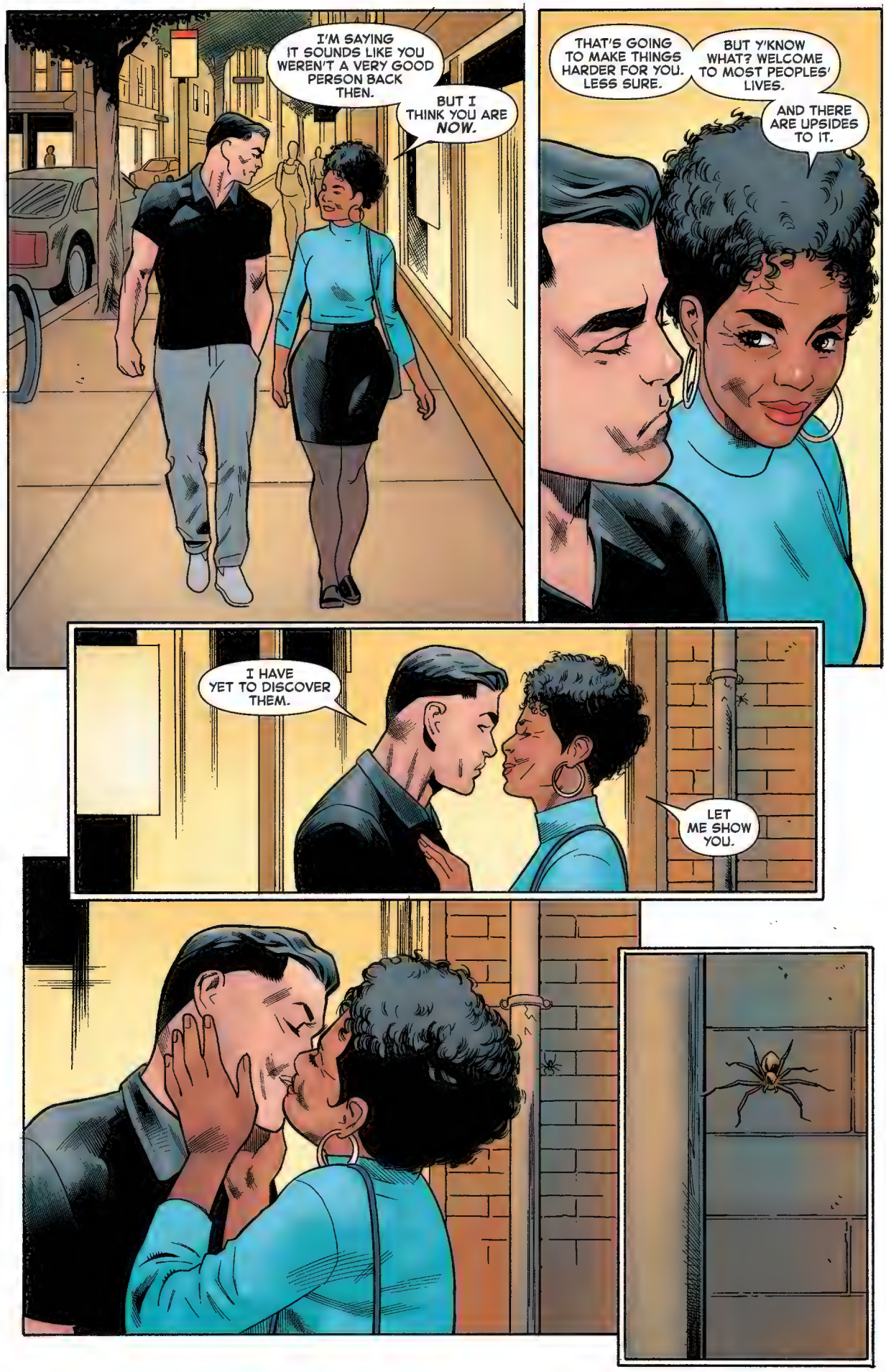
OH. HEY.
NOW I GET IT. LOOK, OTTO--
SPARE ME YOUR CLICHÉS ABOUT POWER AND RESPONSIBILITY! AND THE INEVITABLE CAVEATS THAT ALLOW YOU TO RATIONALIZE YOUR FAILURES.
I AM WELL AWARE THAT YOU CANNOT SAVE EVERYONE.
BUT I AM OTTO OCTAVIUS!
ONE OF THE FINEST MINDS ON EARTH!
I SHOULD HAVE THOUGHT OF...
...SOMETHING...

OKAY. NO MORE ADVICE FROM ME.
I WILL GRANT YOU, I'M NOT A THERAPIST. I'M BARELY A MOTIVATIONAL POSTER OF A CAT.
AND YOU'RE OLDER THAN ME. YOU HAVE MORE LIFE EXPERIENCE.
BUT I *HAVE* BEEN DOING *THIS* LONGER. I MEAN, FROM THE GOOD GUY SIDE OF THINGS.
AND THERE'S ONE THING I CAN TELL YOU FOR SURE.
THE WAY YOU FEEL RIGHT NOW...?
...MEANS YOU'RE DOING IT RIGHT.
THWIP
SO GIVE YOURSELF A BREAK, OTTO.
YOU MIGHT JUST HAVE A FUTURE AT THIS.

RRAAGHHH!
I THOUGHT I SAW YOU SWING UP HERE.
EMMA.

I THOUGHT I HAD MADE MYSELF CLEAR EARLIER.
ABUNDANTLY.
THEN THE POINT OF YOUR PRESENCE HERE ESCAPES ME.
I GUESS... YOU JUST LOOKED LIKE...
WHAT DID I LOOK LIKE? WEAK? AS IF I NEED HELP?
AS IF I NEED A DAMN THING FROM ANYONE?
YES, OTTO.
YOU DO.
LIKE ALL OF US.

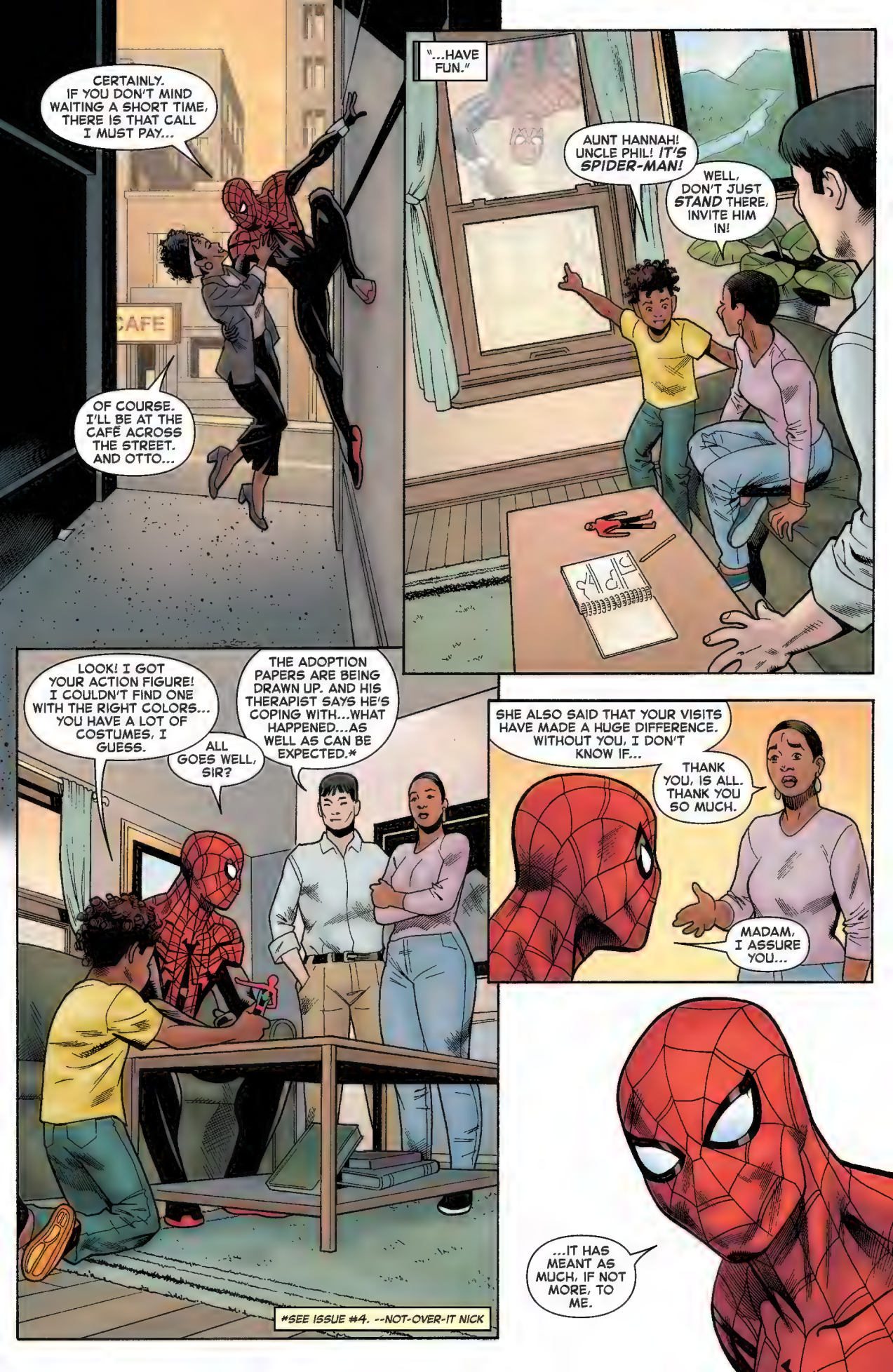
THAT NIGHT.
...AND I OFTEN FIND MYSELF CONSUMED WITH DOUBT THAT I AM FOLLOWING THE PROPER COURSE OF ACTION.
A PROBLEM I NEVER USED TO HAVE.
DESPINA'S
Cafe
THAT'S BECAUSE BEFORE, EVERYTHING YOU DID WAS ABOUT *YOU.*
YOU KNEW WHAT YOU HAD TO DO TO ACCOMPLISH X OR STEAL Y. NO OFFENSE.
NOW YOU'RE THINKING ABOUT *OTHER* PEOPLE.
THAT GETS MESSY. AND CONFUSING.
I SEE.
YOU ARE SUGGESTING I CONCERN MYSELF LESS WITH THE WELFARE OF OTHERS.
NO.
NOT AT ALL.

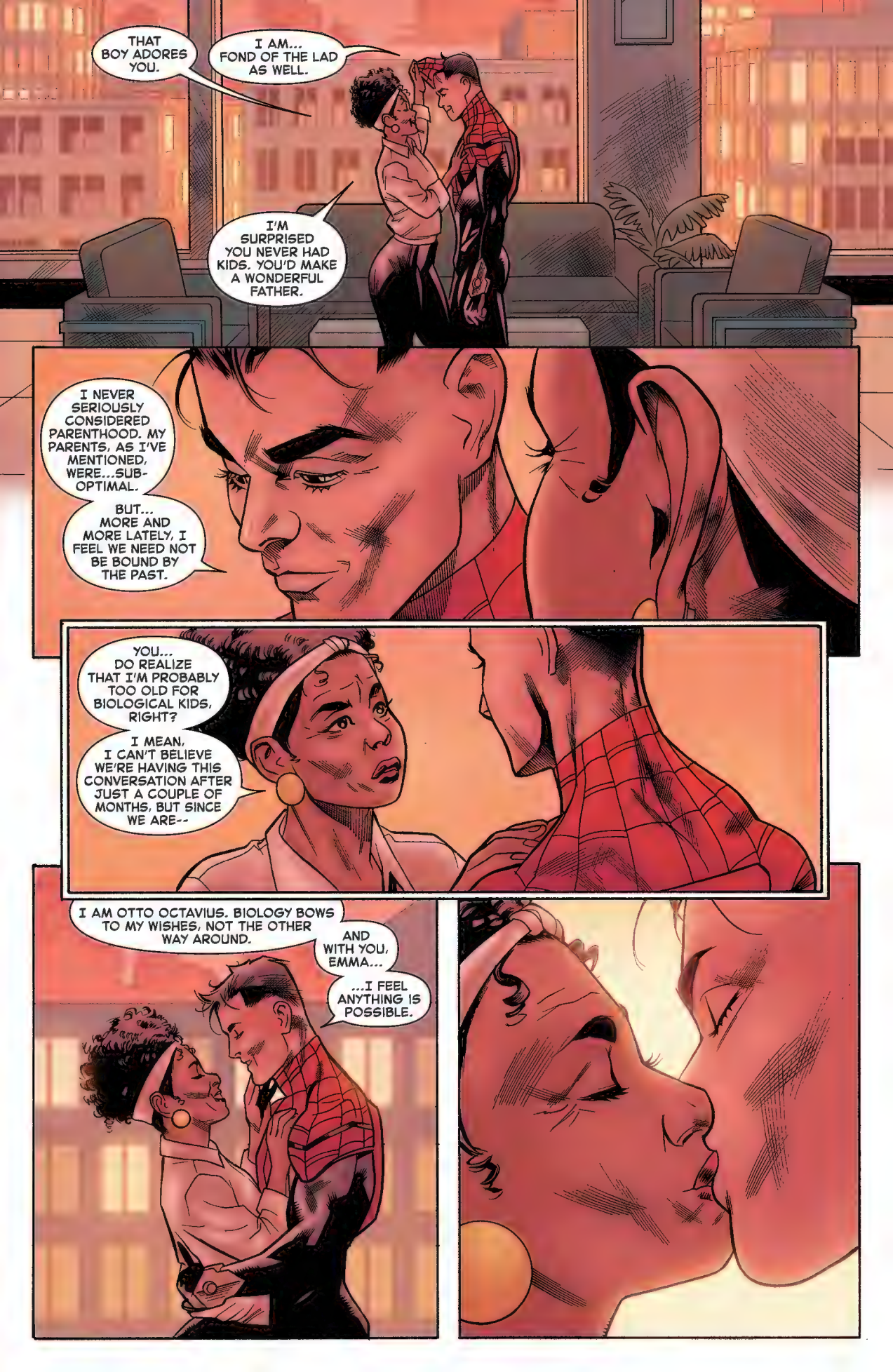

I'M SAYING IT SOUNDS LIKE YOU WEREN'T A VERY GOOD PERSON BACK THEN.
BUT I THINK YOU ARE NOW.
THAT'S GOING TO MAKE THINGS HARDER FOR YOU. LESS SURE.
BUT Y'KNOW WHAT? WELCOME TO MOST PEOPLES' LIVES.
AND THERE ARE UPSIDES TO IT.
I HAVE YET TO DISCOVER THEM.
LET ME SHOW YOU.

NOW THEY'RE KISSING.
EXCELLENT.
YEAH? NEVER FIGURED YOU FOR A ROMANTIC.
IF HE CARES FOR SOMEONE, OTTO OCTAVIUS IS VULNERABLE...
...MY DEAR SPIDERS-MAN.*
*LAST SEEN IN SPIDER-GEDDON! --NICK
AND NOW THAT EVERYONE WHO OPPOSED ME ON THIS EARTH HAS BEEN CRUSHED...
...IT'S TIME TO SHOW MY ERSTWHILE ALLY HOW NORMAN OSBORN SERVES REVENGE.
HA HAHAHA HA!

OH...
...WOW.

IS IT ALWAYS THIS... THRILLING?
IN POINT OF FACT, EMMA, AT FIRST I FOUND THIS METHOD OF TRAVEL QUITE ANNOYING...
...COMPARED TO THE STABILITY OF THE METAL ARMS I EMPLOYED AS DR. OCTOPUS.
BUT I CONFESS I'VE COME TO APPRECIATE SOME OF THE MORE...
I'M SORRY-- WAS THAT TOO MUCH?
...SPONTANEOUS MOMENTS.
IT WAS ONE OF THE MOST EXCITING MOMENTS OF MY LIFE.
ALSO, I NEED TO STOP NOW OR I'LL THROW UP.


CERTAINLY. IF YOU DON'T MIND WAITING A SHORT TIME, THERE IS THAT CALL I MUST PAY...
CAFE
OF COURSE. I'LL BE AT THE CAFÉ ACROSS THE STREET. AND OTTO...
"...HAVE FUN."
AUNT HANNAH! UNCLE PHIL! IT'S SPIDER-MAN!
WELL, DON'T JUST STAND THERE, INVITE HIM IN!
LOOK! I GOT YOUR ACTION FIGURE! I COULDN'T FIND ONE WITH THE RIGHT COLORS... YOU HAVE A LOT OF COSTUMES, I GUESS.
ALL GOES WELL, SIR?
THE ADOPTION PAPERS ARE BEING DRAWN UP. AND HIS THERAPIST SAYS HE'S COPING WITH...WHAT HAPPENED...AS WELL AS CAN BE EXPECTED.*
*SEE ISSUE #4. --NOT-OVER-IT NICK
SHE ALSO SAID THAT YOUR VISITS HAVE MADE A HUGE DIFFERENCE. WITHOUT YOU, I DON'T KNOW IF...
THANK YOU, IS ALL. THANK YOU SO MUCH.
MADAM, I ASSURE YOU...
...IT HAS MEANT AS MUCH, IF NOT MORE, TO ME.


THAT BOY ADORES YOU.
I AM... FOND OF THE LAD AS WELL.
I'M SURPRISED YOU NEVER HAD KIDS. YOU'D MAKE A WONDERFUL FATHER.
I NEVER SERIOUSLY CONSIDERED PARENTHOOD. MY PARENTS, AS I'VE MENTIONED, WERE...SUB-OPTIMAL.
BUT... MORE AND MORE LATELY, I FEEL WE NEED NOT BE BOUND BY THE PAST.
YOU... DO REALIZE THAT I'M PROBABLY TOO OLD FOR BIOLOGICAL KIDS, RIGHT?
I MEAN, I CAN'T BELIEVE WE'RE HAVING THIS CONVERSATION AFTER JUST A COUPLE OF MONTHS, BUT SINCE WE ARE--
I AM OTTO OCTAVIUS. BIOLOGY BOWS TO MY WISHES, NOT THE OTHER WAY AROUND.
AND WITH YOU, EMMA...
...I FEEL ANYTHING IS POSSIBLE.

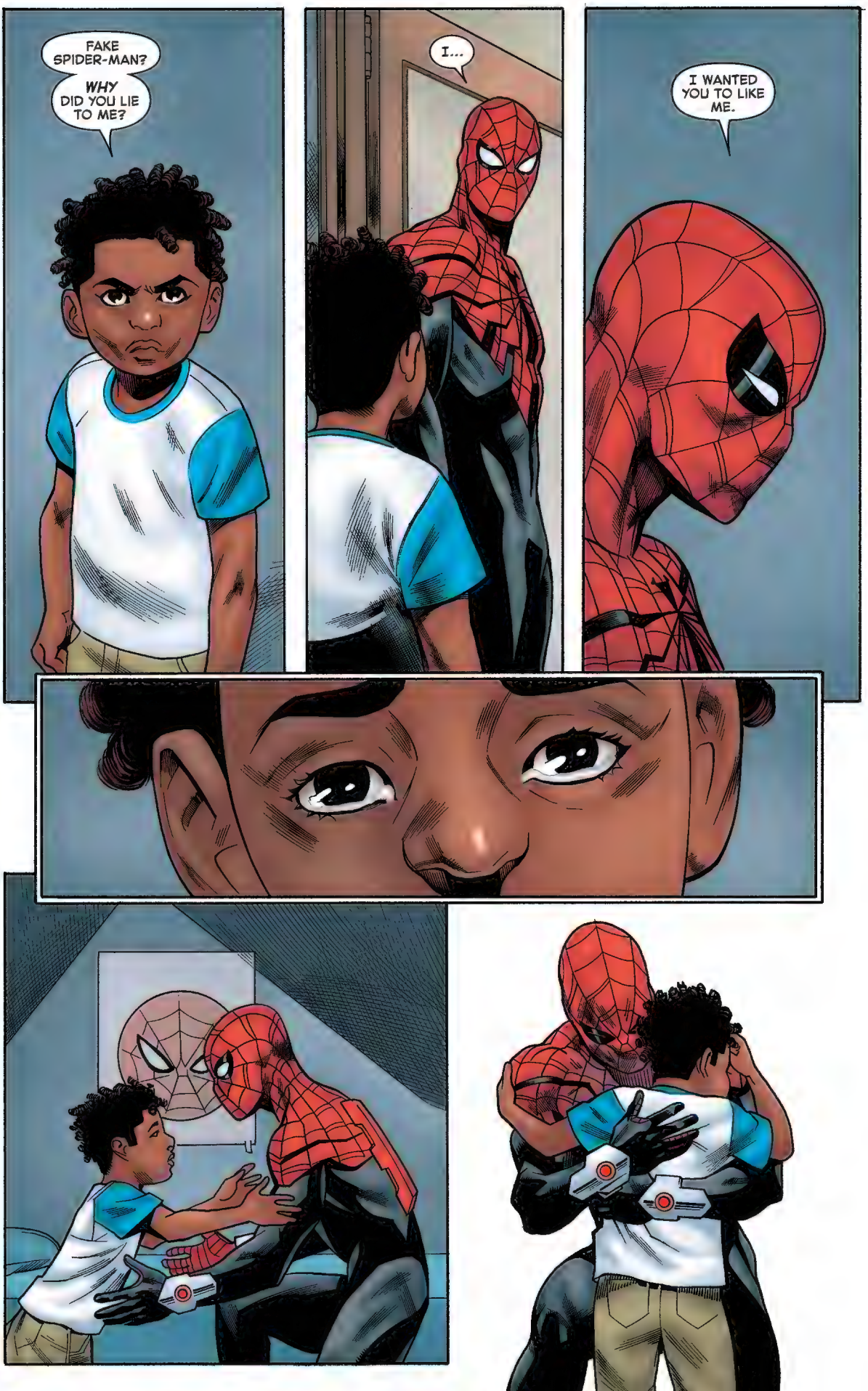
OTTO...
WHAT IS IT, EMMA?
I ASSURE YOU, THE ISSUE OF CHILDREN IS NOT--
OTTO. LOOK.
IS SF SPIDER-MAN REALLY DOC OCK?

IT'S COMPLICATED, BUT THIS IS A NEW PERSON. HE'S CHANGED HIS LIFE. REALLY PROVED HE'S ON THE SIDE OF THE ANGELS.
ARE YOU SAYING YOU KNEW HE WAS DR. OCTOPUS? ISN'T THAT SOMETHING THE PUBLIC SHOULD HAVE BEEN TOLD?
UH...HEY, IS THAT THE VULTURE? COULD BE A PIGEON, BUT I BETTER CHECK IT OUT...
SPIDER-MAN NEW YORK CITY
HORIZON UNIVERSITY
THE NEXT DAY
REED RICHARDS OF THE FANTASTIC FOUR DID CONFIRM THAT OCTAVIUS AIDED NEW YORK'S WAR EFFORT AGAINST THE FROST GIANTS, AND DR. STRANGE EXPRESSED SUPPORT--
SEE? IT'S NOT ALL BAD.
;CLICK; WOULD YOU LIKE A REFRESHING BEVERAGE?
TO HADES WITH YOUR INFERNAL BEVERAGES, DOLT!
NOT ALL BAD? HOW CAN YOU SAY THAT, ANNA? MY HARD-WON REPUTATION TEETERS ON THE BRINK OF DISASTER!
I MUST EXPLAIN TO THE MEDIA THAT I WAS MENTALLY ILL AS DR. OCTOPUS! THAT MY JUDGMENT NOW IS AS SOUND AS THAT OF SOLOMON!
THAT... MIGHT NOT WORK.

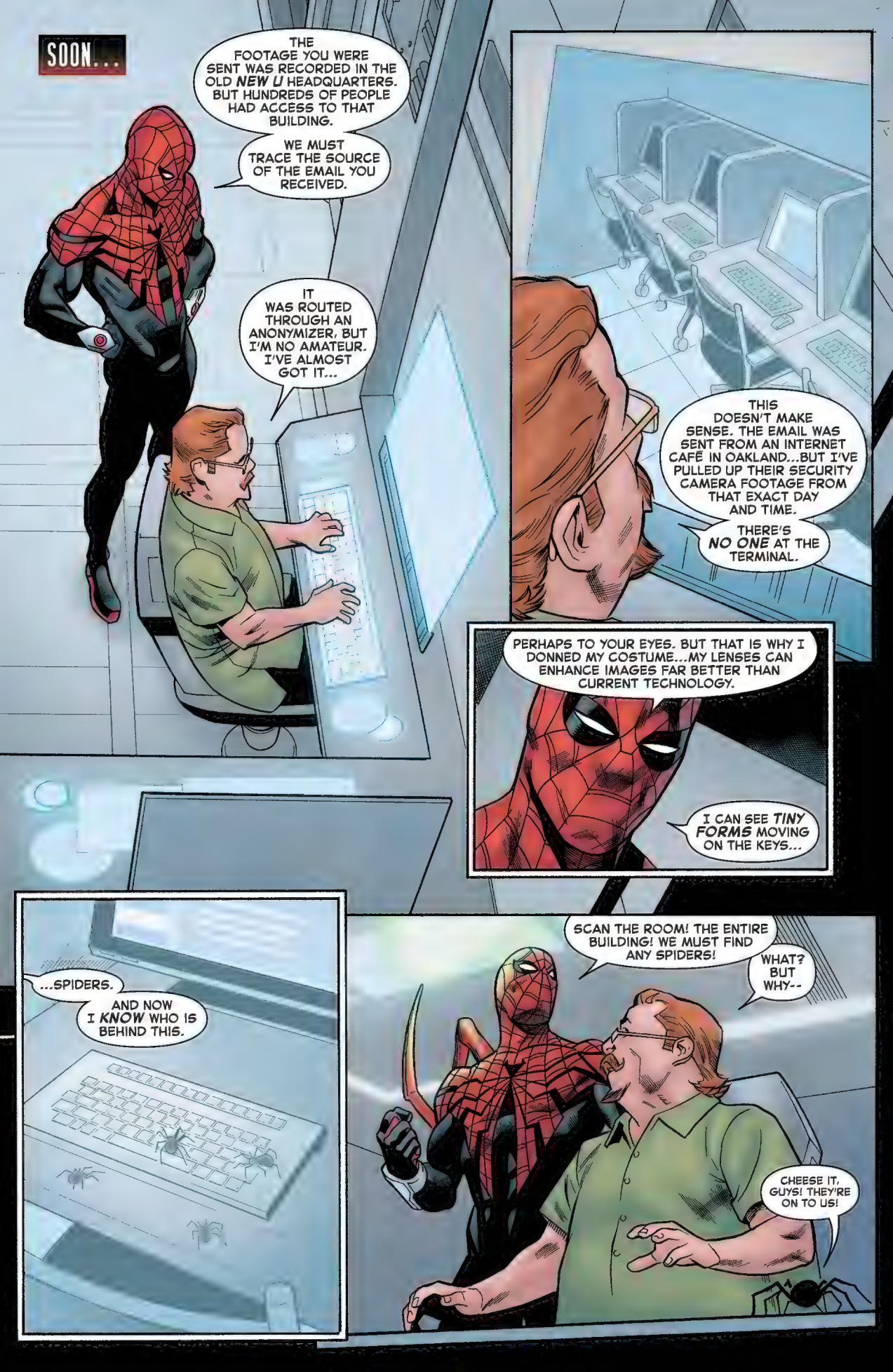
AS THE BROTHERS GRIMM, YOU'RE CRIMINALS WITH ACTIVE WARRANTS. WHY DID DR. OCTOPUS RECRUIT YOU TO ASSIST HIM IN HIS NEW ROLE?
WE DIDN'T ASK. HE PAID. WELL.
I SEE. AND WHILE WORKING FOR HIM, DID YOU GO STRAIGHT?
I MEAN, DEFINE "STRAIGHT." IS IT RIGHT THAT IN THIS ERA OF LATE-STAGE CAPITALISM, SO FEW PEOPLE HAVE SO MUCH WEALTH?
I WILL CRUSH THOSE DOLTS.
I CAN'T BELIEVE YOU HIRED CRIMINAL HENCHMEN.
I ORDERED THEM TO CEASE ALL ILLEGAL ACTIVITY!
AND YOU EXPECTED THEM TO DO IT BECAUSE CRIMINALS ARE SO TRUSTWORTHY?
I THINK YOU NEED TO ADDRESS THIS HEAD-ON. SHOW THE WORLD YOU'VE CHANGED, JUST LIKE YOU PROVED IT TO ME.
SHE'S RIGHT. YOU'VE SAVED THE CITY. YOU TOOK THAT LITTLE BOY UNDER YOUR WING--
JAMES...
I MUST GO.

NOW WE'RE BEING TOLD THE ADOPTION MAY NOT GO THROUGH...THERE'S EVEN A CHANCE SOCIAL SERVICES WILL TAKE JAMES AWAY FROM US!
BECAUSE WE LET HIM ASSOCIATE WITH A CRIMINAL! SOMEONE WHO MURDERED A POLICE CAPTAIN!
THAT...WAS AN ACCIDENT. GEORGE STACY WAS UNFORTUNATE COLLATERAL DAMAGE IN--
YOU'RE RIGHT, OF COURSE. MY ACTIONS ARE UNFORGIVABLE.
I SHALL PROVIDE YOU A SIGNED, NOTARIZED STATEMENT THAT YOU HAD NO KNOWLEDGE OF MY TRUE IDENTITY.
AND I WILL TROUBLE YOU NO MORE.
I REALIZE I HAVE NO RIGHT TO ASK, BUT... COULD I...
...SAY GOODBYE?

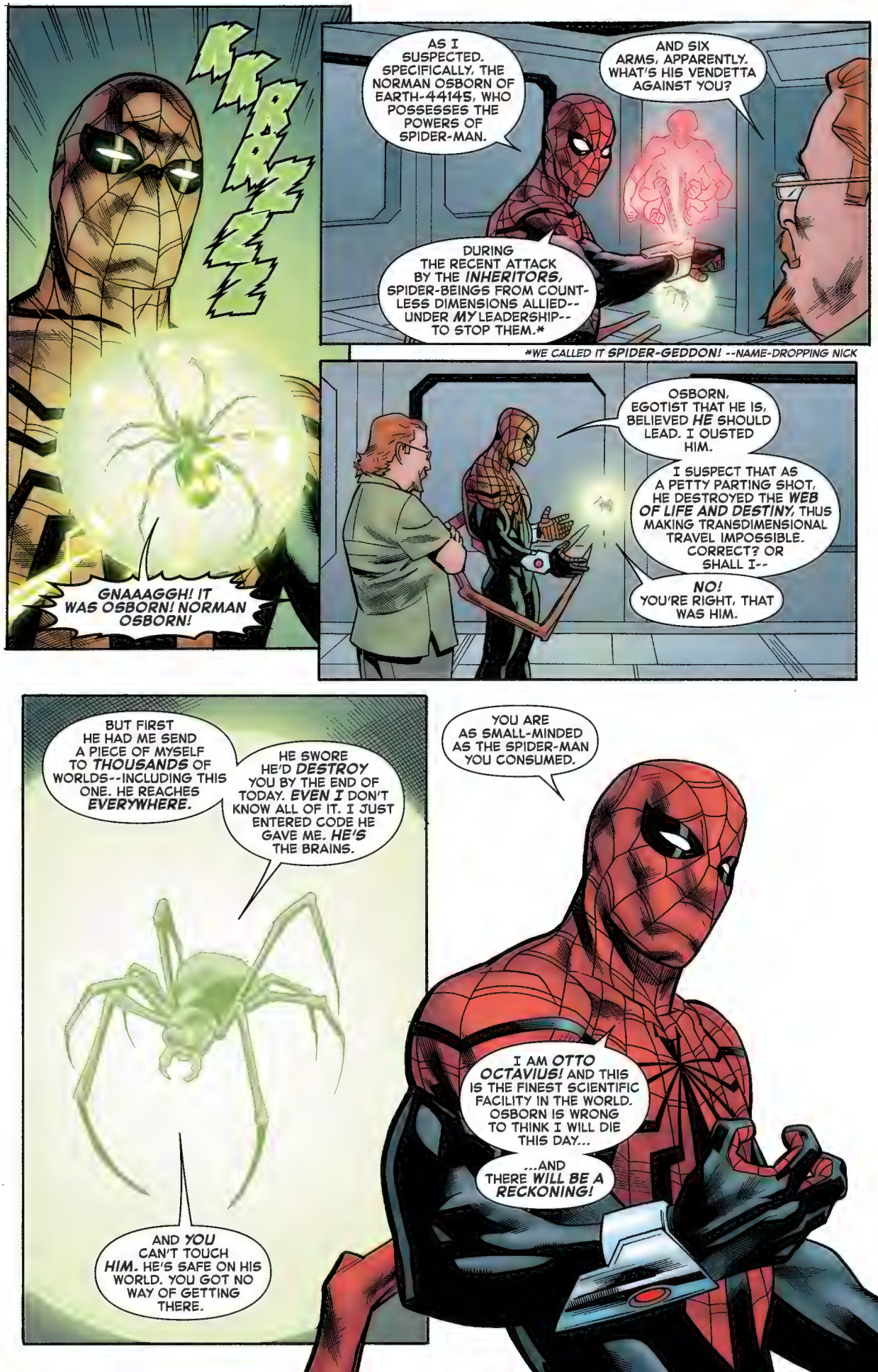
THE PEOPLE ON TV SAY YOU'RE A BAD GUY.
I... USED TO BE.
I WAS... CONFUSED. I THOUGHT THE WORLD WAS A CERTAIN WAY. THAT *PEOPLE* WERE A CERTAIN WAY.
AND SO I BELIEVED *I* HAD TO BE A CERTAIN WAY AS WELL.
WHAT CHANGED MY MIND...WHAT SHOWED ME I WAS WRONG...
...WAS GETTING TO KNOW PEOPLE LIKE *YOU*, JAMES.
BUT I STILL MAKE MISTAKES. IT WAS WRONG OF ME TO LET YOU THINK I WAS THE ORIGINAL SPIDER-MAN.
I...LIED TO PEOPLE. MANY PEOPLE. AND NOW I HAVE TO FIX THE MESS I'VE MADE.
UNTIL I HAVE...IT IS PROBABLY BEST...
...IF I DON'T SEE YOU FOR A WHILE.
IN ANY CASE, I'D IMAGINE YOU HAVE NO WISH TO SEE ME.


FAKE SPIDER-MAN?
WHY DID YOU LIE TO ME?
I...
I WANTED YOU TO LIKE ME.

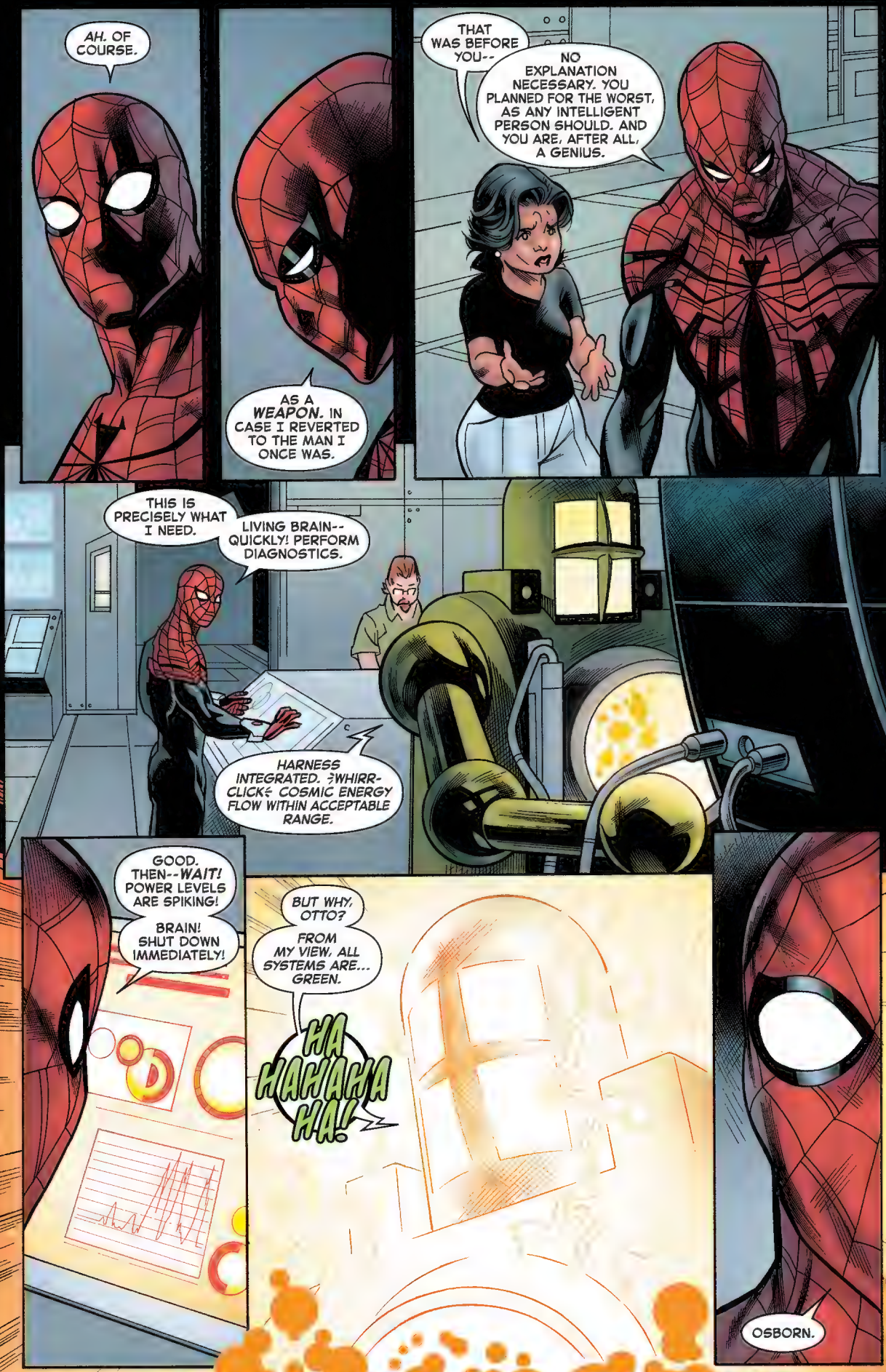
HORIZON UNIVERSITY
PROFESSOR TOLLIVER! I NEED TO TALK TO YOU.
IT SHALL HAVE TO WAIT, MODELL. IT'S BEEN A TRYING DAY.
AND IT COULD GET WORSE.
I JUST RECEIVED AN ENCRYPTED EMAIL CONTAINING PROOF THAT "ELLIOT TOLLIVER" IS ACTUALLY OTTO OCTAVIUS.
IF WE CAN STEP INTO YOUR LAB...?
IT'S TRUE. MY CLONE BODY THEN WAS UNSTABLE, BREAKING DOWN. I CREATED A MORE DURABLE PROTO-CLONE TO PERMANENTLY HOUSE MY CONSCIOUSNESS.
AM I TO ASSUME THERE'S A REASON YOU CAME TO ME WITH THIS RATHER THAN THE AUTHORITIES?
BECAUSE I ALREADY KNEW.
I'D FIGURED OUT YOU WERE THE LOCAL SPIDER-MAN. AND SOME DISCREET DNA TESTING PROVED YOU WERE OTTO OCTAVIUS... AT LEAST, IN PART.
BUT I BELIEVE IN SECOND CHANCES. THAT'S WHY I'VE SUPPORTED MEN LIKE MICHAEL MORBIUS. I DECIDED TO GIVE YOU A CHANCE...AND YOU PROVED WORTHY OF IT.
SO LET'S FIND OUT WHO'S TRYING TO RUIN YOU.


SOON...
THE FOOTAGE YOU WERE SENT WAS RECORDED IN THE OLD NEW U HEADQUARTERS. BUT HUNDREDS OF PEOPLE HAD ACCESS TO THAT BUILDING.
WE MUST TRACE THE SOURCE OF THE EMAIL YOU RECEIVED.
IT WAS ROUTED THROUGH AN ANONYMIZER, BUT I'M NO AMATEUR. I'VE ALMOST GOT IT...
THIS DOESN'T MAKE SENSE. THE EMAIL WAS SENT FROM AN INTERNET CAFÉ IN OAKLAND...BUT I'VE PULLED UP THEIR SECURITY CAMERA FOOTAGE FROM THAT EXACT DAY AND TIME.
THERE'S NO ONE AT THE TERMINAL.
PERHAPS TO YOUR EYES. BUT THAT IS WHY I DONNED MY COSTUME...MY LENSES CAN ENHANCE IMAGES FAR BETTER THAN CURRENT TECHNOLOGY.
I CAN SEE TINY FORMS MOVING ON THE KEYS...
...SPIDERS.
AND NOW I KNOW WHO IS BEHIND THIS.
SCAN THE ROOM! THE ENTIRE BUILDING! WE MUST FIND ANY SPIDERS!
WHAT? BUT WHY--
CHEESE IT, GUYS! THEY'RE ON TO US!

BEHIND ME. THIS IS SPIDERS-MAN--THOUSANDS OF SPIDERS WHO ATE THEIR WORLD'S SPIDER-MAN AND ABSORBED HIS PERSONA.
THOUGH THAT PERSONA HAS GONE QUITE MAD.
THAT'S THE DOC CALLING THE SPIDER BLACK. OR SOMETHING.
FZZT
ANYWAY, MY WORK HERE IS FINISHED. I'M GONE.
THINK I'LL RECONSTITUTE MYSELF ON ANOTHER EARTH. SEE IF THERE'S AN ULTIMATE VERSION OF ME WITH A COOL LEATHER COSTUME.
HEY! W-WHAT DID YOU DO?
ENCASED YOU IN A *WAVE DISRUPTION FIELD,* DOLT. NOW YOUR CONSCIOUSNESS IS *TRAPPED* IN THIS SPIDER'S BODY.
THIS SMALL...FRAIL... EMINENTLY *CRUSHABLE* BODY.
NOW, YOU HAVE EVER BEEN BUT A LACKEY. LET US DISCUSS YOUR MASTER...THE *TRUE* THREAT.
NO DICE, PAL. I DON'T SNITCH...


AS I SUSPECTED. SPECIFICALLY, THE NORMAN OSBORN OF EARTH-44145, WHO POSSESSES THE POWERS OF SPIDER-MAN.
AND SIX ARMS, APPARENTLY. WHAT'S HIS VENDETTA AGAINST YOU?
DURING THE RECENT ATTACK BY THE INHERITORS, SPIDER-BEINGS FROM COUNTLESS DIMENSIONS ALLIED--UNDER MY LEADERSHIP--TO STOP THEM.*
*WE CALLED IT SPIDER-GEDDON! --NAME-DROPPING NICK
KRAKK
GNAAAGGH! IT WAS OSBORN! NORMAN OSBORN!
OSBORN, EGOTIST THAT HE IS, BELIEVED HE SHOULD LEAD. I OUSTED HIM.
I SUSPECT THAT AS A PETTY PARTING SHOT, HE DESTROYED THE WEB OF LIFE AND DESTINY, THUS MAKING TRANSDIMENSIONAL TRAVEL IMPOSSIBLE. CORRECT? OR SHALL I--
NO! YOU'RE RIGHT, THAT WAS HIM.
BUT FIRST HE HAD ME SEND A PIECE OF MYSELF TO THOUSANDS OF WORLDS--INCLUDING THIS ONE. HE REACHES EVERYWHERE.
HE SWORE HE'D DESTROY YOU BY THE END OF TODAY. EVEN I DON'T KNOW ALL OF IT. I JUST ENTERED CODE HE GAVE ME. HE'S THE BRAINS.
AND YOU CAN'T TOUCH HIM. HE'S SAFE ON HIS WORLD. YOU GOT NO WAY OF GETTING THERE.
YOU ARE AS SMALL-MINDED AS THE SPIDER-MAN YOU CONSUMED.
I AM OTTO OCTAVIUS! AND THIS IS THE FINEST SCIENTIFIC FACILITY IN THE WORLD. OSBORN IS WRONG TO THINK I WILL DIE THIS DAY...
...AND THERE WILL BE A RECKONING!

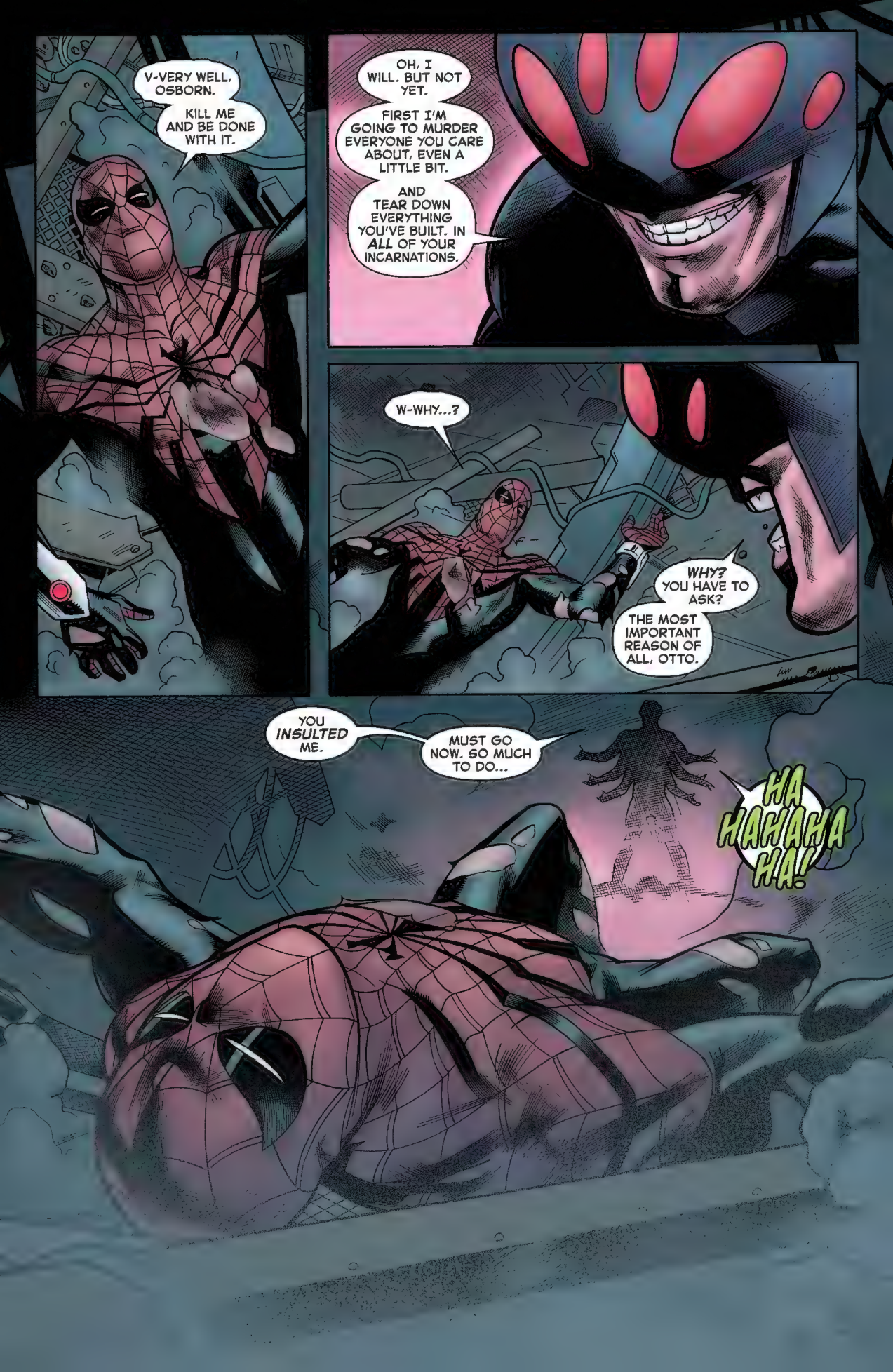
SOON.
HORIZON SUB-BASEMENT TWO.
OUR PEOPLE HAVE BEEN WORKING ON THIS TRANSDIMENSIONAL VIEWER FOR A WHILE, BUT WE HAVEN'T BEEN ABLE TO MAKE IT WORK.
OF COURSE, BECAUSE YOU FAILED TO CONSULT ME. MY MODIFICATIONS SHOULD ALLOW NOT JUST VIEWING, BUT TRAVEL...
...IN THEORY. IT REQUIRES A MASSIVE SOURCE OF QUANTUM POWER. A COSMIC CUBE OR SOMETHING SIMILAR.
AND I HAVE NO ACCESS TO ANYTHING OF THAT NATURE. NOR, GIVEN OUR LIMITED TIME, AM I ABLE TO GET ONE.
UH, ABOUT THAT...FUNNY STORY.
REMEMBER YOUR FIGHT WITH TERRAX? I KINDA KEPT A SOUVENIR.
AND ONCE I SAW IT WOULD COME IN HANDY HERE...
ﾐWHIRRﾐ WOULD YOU LIKE SOME COSMIC ENERGY? ﾐCLICKﾐ
THE COSMIC HARNESS? BUT YOU SAID--
I LIED. I THOUGHT I'D KEEP IT...JUST IN CASE.
IN CASE OF... WHAT?


AH. OF COURSE.
AS A WEAPON. IN CASE I REVERTED TO THE MAN I ONCE WAS.
THAT WAS BEFORE YOU--
NO EXPLANATION NECESSARY. YOU PLANNED FOR THE WORST, AS ANY INTELLIGENT PERSON SHOULD. AND YOU ARE, AFTER ALL, A GENIUS.
THIS IS PRECISELY WHAT I NEED.
LIVING BRAIN--QUICKLY! PERFORM DIAGNOSTICS.
HARNESS INTEGRATED. ÷WHIRR-CLICK÷ COSMIC ENERGY FLOW WITHIN ACCEPTABLE RANGE.
GOOD. THEN--WAIT! POWER LEVELS ARE SPIKING!
BRAIN! SHUT DOWN IMMEDIATELY!
BUT WHY, OTTO?
FROM MY VIEW, ALL SYSTEMS ARE... GREEN.
HA HAHAHA HA!
OSBORN.

DOWN!!!
BWHOOOM

KHAFF A-ANNA...
BREATHING... BUT SHE NEEDS A DOCTOR--BADLY.
EMMA... W-WHERE WAS--?
YOU'D BETTER HOPE SHE WASN'T IN THE BUILDING, THAT'S FOR SURE...
...OH, WAIT. I WAS MONITORING THE SECURITY CAMERAS, AND I MADE SURE SHE WAS.
HA HAHAHA HA!
OSBORN... BUT HOW...? THE GATEWAY WAS NEVER OPENED--
IDIOT. I'VE BEEN HERE FOR WEEKS!
BEFORE I DESTROYED THE WEB OF LIFE AND DESTINY, I TOOK A PIECE OF IT.
I CAN GO ANYWHERE. ANY WORLD. AND I'VE CHOSEN TO COME HERE... TO DESTROY EVERYTHING THAT MEANS ANYTHING TO YOU.

RRRRAAAGGHH!
OH, OTTO. YOU REALLY ARE MAKING THIS EVEN BETTER THAN I DARED HOPE.
WHAM


V-VERY WELL, OSBORN.
KILL ME AND BE DONE WITH IT.
OH, I WILL. BUT NOT YET.
FIRST I'M GOING TO MURDER EVERYONE YOU CARE ABOUT, EVEN A LITTLE BIT.
AND TEAR DOWN EVERYTHING YOU'VE BUILT. IN *ALL* OF YOUR INCARNATIONS.
W-WHY...?
WHY? YOU HAVE TO ASK?
THE MOST IMPORTANT REASON OF ALL, OTTO.
YOU *INSULTED* ME.
MUST GO NOW. SO MUCH TO DO...
HA HAHAHA HA!

MR. MODELL'S VITALS ARE STABLE. WE'LL KNOW MORE AT THE HOSPITAL. BUT YOU--
I'M FINE, I WAS JUST STUNNED. HELP SOMEONE WHO NEEDS IT.
EMS
EMMA HERNANDEZ! HAVE YOU PROCESSED ANYONE NAMED--
BUDDY, I HAVE NO IDEA.
ANNA--
I KNOW. GO FIND HER.
EMMA!
DAMN IT, HAS ANYONE SEEN EMMA HERNANDEZ?
NO...

QUICKLY! THIS WOMAN NEEDS HELP!
SHALLOW BREATHING...CRANIAL BLEEDING, POSSIBLE TRAUMATIC BRAIN INJURY--
WE GOT HER.
SHE IS TO HAVE THE FINEST CARE! MONEY IS NO OBJECT!
OT--UH, SPIDER-MAN...
I'LL GO TO THE HOSPITAL... KEEP AN EYE ON MAX AND EMMA. BUT YOU NEED TO THINK ABOUT OSBORN.
WHERE HE'LL STRIKE NEXT.
I... KNOW EXACTLY WHERE.
NIGHT SHIFT! THOSE OF YOU STILL LOYAL--AND WHO DO NOT WISH TO FACE MY UNIMAGINABLE WRATH--WILL REPORT TO THE ADDRESS I'VE SENT YOU! IMMEDIATELY!
THWIP
PROTECT JAMES MARTIN WITH YOUR LIVES!

MINUTES LATER. ACROSS TOWN.
GEAAGGHH!
DON'T FEEL BAD, DANSEN MACABRE. I MAY BE MORE SPIDERS THAN MAN, BUT YOUR HYPNOTIC DANCE DID HAVE AN EFFECT ON ME.
IT MADE YOU LOOK DELICIOUS.
SKEIN!
STOP BEATING UP LADIES, YOU CREEP, AND COME FIGHT OL' DIGGER MANO A MUERTO!
ALL RIGHT, MR. HANDSY. OL' DIGGER MIGHT TALK LIKE HE'S THE FUN-LOVING KING OF DEAD-DAD JOKES...
...BUT I CAN GO ZOMBIE APOCALYPSE ON YOU, TOO.
A ZOMBIE, YOU SAY?
THWIP
IF THE FILMS ARE TO BE BELIEVED, MY BEST STRATEGY IS...
...GO FOR THE HEAD.
THWAP

NOW THAT'S WHAT I CALL A CLOSE SHAV--
SHKK
THAT WAS PATHETIC. REALLY, OTTO...THIS IS WHO YOU'RE PASSING OFF AS HENCHMEN?
OH WELL. THAT'S ALL THE SOONER...
...WE CAN GET TO THE FUN PART.
JAMES, ISN'T IT? WHY ARE YOU RUNNING, LAD?
I'M GOING TO SEND YOU TO BE WITH YOUR MOTHER.
N-NO... PLEASE, FOR THE LOVE OF GOD--

AWAY FROM HIM!
BROKK
YOU MADE A GRAVE ERROR, OSBORN.
NO MAN CROSSES OTTO OCTAVIUS AND LIVES!
KRAK
PLEASE.
GNNAHH!
KNNCH
PHAP
AH, I THOUGHT YOU'D BEEN FAVORING THOSE RIBS SINCE THE EXPLOSION.

I'VE BEEN WATCHING YOUR REALITY FOR A WHILE, OTTO.
YOU FOUGHT THIS WORLD'S NORMAN OSBORN, TOO.
"AND WERE SUCH AN ABJECT FAILURE...
"...YOU ERASED YOUR OWN CONSCIOUSNESS. GAVE YOUR HARD-WON BODY BACK TO ITS ORIGINAL OWNER."*
*IN SUPERIOR SPIDER-MAN (VOL. 1) #30! --"WE WERE THERE" NICK & CHRISTOS
BRNNGSHH
BECAUSE YOU CAN'T BEAT NORMAN OSBORN!
AND YOU KNOW IT!
GNAAAGH!

THERE YOU ARE.
NO! LET HIM GO!
STOP WHINING. I'LL BE KILLING YOU SOON ENOUGH.
OSBORN...
DO NOT HURT THE BOY. PLEASE.
I WILL... DO ANYTHING YOU ASK.
I...
...BEG OF YOU.
WELL, THAT'S ENJOYABLE.
ANYTHING I ASK, YOU SAY...

FINE. I'LL GIVE YOU TWO HOURS, DURING WHICH I'LL KEEP YOUNG JAMES SECURE BUT UNHARMED. IN THAT TIME, ALL YOU HAVE TO DO...
...IS MURDER THREE INNOCENT PEOPLE.
AND NO CHEATING. NO CRIMINALS, NO TERMINALLY ILL PATIENTS. YOU MUST KILL THREE SOLID CITIZENS WITH EVERYTHING TO LIVE FOR.
IN FULL VIEW OF CAMERAS, SO IT MAKES THE NEWS. SO THE ENTIRE WORLD--JAMES INCLUDED--KNOWS THE "SUPERIOR SPIDER-MAN" IS A FRAUD AND A KILLER.
OR I CAN SNAP HIS NECK HERE AND NOW. FIELDER'S CHOICE.
CURSE YOU, OSBORN.
I... ACCEPT.
AND NEEDLESS TO SAY: FIRST SIGN OF A TRICK, THE KID DIES...UGLY.
SPIDER-MAN! HELP ME!
SPIDER-MAN!
I...
...I CAN'T...

HNNUH!
H-HOW LONG--
HALF AN HOUR SINCE OSBORN TOOK THE KID.
HIS AUNT AND UNCLE...
IN SHOCK, BUT FINE. THE DOCTORS GAVE THEM A SEDATIVE. AND MAX IS STABLE.
SKEIN'S OKAY TOO...SHE BROKE HER FALL JUST IN TIME. DANSEN MACABRE IS COVERED IN SPIDER BITES, BUT SHE'LL RECOVER.
EMMA. TAKE ME TO HER.
OTTO...SHE'S IN A MEDICALLY INDUCED COMA. UNTIL THE SWELLING IN HER BRAIN GOES DOWN, THEY WON'T KNOW--
TAKE ME TO HER.
AW, COME TO SEE ME? COULDN'T BE BETTER, MAGGOT MATE! JUST GET ME A STAPLE GUN AND I'M GOOD AS NEW--
SILENCE.

HALF AN HOUR, YOU SAID? THEN I MUST ACT QUICKLY.
HOLD ON. YOU'RE IN NO SHAPE TO FIGHT OSBORN. I'VE GOT CALLS IN TO PETE, THE AVENGERS--
AND EVEN SHOULD THEY ARRIVE IN TIME, THE MOMENT OSBORN SEES THEM, HE'LL KILL THE BOY. NO.
WAIT. JAMES' FAMILY TOLD ME WHAT HE SAID TO YOU.
YOU'RE NOT ACTUALLY CONSIDERING...
OF COURSE NOT. OSBORN WOULD NO DOUBT RENEGE AND KILL JAMES REGARDLESS.
THAT IS WHY HE IS WINNING. HE IS UTTERLY RUTHLESS. WHILE I...
...AM *THIS.*
YEAH--A *HERO.* WHO NEVER GIVES UP... ALWAYS FINDS AN ANSWER!
DAMN IT, WOMAN, HAVEN'T YOU BEEN PAYING *ATTENTION?*
OSBORN WAS RIGHT! I CANNOT BEAT HIM!
HE IS GOING TO KILL THE BOY AND EVERYONE ELSE I CARE FOR, AND I HAVEN'T A PRAYER OF STOPPING HIM!

HE'S OUTPLAYED ME AT EVERY TURN. EXPLOITED MY EVERY WEAKNESS. AND I'VE BEEN UTTERLY HELPLESS TO PREVENT IT.
BUT...YOU ARE RIGHT ABOUT ONE THING. I MAY HAVE AN ANSWER.
I TOOK SOME READINGS DURING MY ENCOUNTER WITH DR. STRANGE. IF MY CIRCUITRY STILL FUNCTIONS...
AH. IT APPEARS TO BE WORKING.
WHAT ARE YOU DOING?
SENDING A MESSAGE TO ANOTHER...REALM, I SUPPOSE YOU'D CALL IT.
NOW, REALLY, DOCTOR. NONE OF THAT IS NECESSARY.
ALL ONE EVER HAS TO DO IS CALL FOR ME...

...AND MEPHISTO STANDS READY TO SERVE.
OH... MY... GOD...
NOT QUITE, MY DEAR.

YOU'RE...YOU'RE ACTUALLY CONSIDERING MAKING A DEAL WITH THE DEVIL? OR WHATEVER DEVIL-ADJACENT THING THIS IS?
I'VE SEEN SOME CRAZY STUFF IN THE LAST FEW YEARS, BUT THIS IS INSANE! EVEN IF HE SAYS HE'LL HELP, IT'LL BE A LIE!
I ASSURE YOU, DOCTOR OCTAVIUS... WHILE I MAY BE FAR FROM SAINTHOOD, I WILL NOT LIE TO YOU.
HOWEVER, IF YOU WANT MY HELP WITH THE OSBORN FELLOW WHO'S BEEN TORMENTING YOU... WELL, WE MAY HAVE A PROBLEM.
HE'S FROM A PARALLEL WORLD. A BIT OUT OF MY JURISDICTION.
MY COUNTERPART IN THAT REALITY WOULD BE QUITE PUT OUT IF I INTERFERED WITH ONE OF HIS, DON'T YOU KNOW.
I DO NOT REQUIRE YOU TO DO ANYTHING TO OSBORN.
MY PROPOSAL APPLIES TO ME.
OSBORN HAS REMAINED ONE STEP AHEAD OF ME... RETAINED THE UPPER HAND.
BECAUSE HE IS BRILLIANT... UNMERCIFUL... UNRELENTING.
AS WAS I...ONCE UPON A TIME.

THE MAN I AM CANNOT DEFEAT NORMAN OSBORN.
BUT I BELIEVE THE MAN I WAS COULD.
RESTORE ME TO THAT MAN.
OTTO, NO!
TEMPORARILY... FOR A DAY.
I SHALL DO THE REST.
AN INTERESTING PROPOSAL. ONE I'M AFRAID I'LL HAVE TO DECLINE.
I WILL PAY WHATEVER PRICE YOU ASK, DAMN YOU! MY SOUL!
HAHAHA. REALLY, DOCTOR. DO YOU CONSIDER ME SO BANAL?
THERE IS A GOOD CHANCE I ALREADY HAVE YOUR SOUL. OR PERHAPS I SIMPLY DON'T WANT IT.
HOWEVER, I DO HAVE A COUNTER-PROPOSAL.
SUPPOSE I ONCE AGAIN MADE YOU THE MAN YOU WERE...NOTHING TEMPORARY ABOUT IT.
BUT FREE OF ALL DISEASE, PHYSICAL... MENTAL...
...AND THE TAINT OF ONE PETER PARKER.

OTTO, YOU CAN'T!
AFTER ALL THE WORK YOU'VE DONE...THE LIVES YOU'VE SAVED...HOW FAR YOU'VE COME?
YOU CAN'T JUST WIPE THAT AWAY!
AND I WOULDN'T DREAM OF ASKING HIM TO!
YOU'LL REMEMBER ALL YOU'VE DONE IN THIS INCARNATION, DOCTOR. THE HEROISM. THE WOMAN YOU'VE COME TO LOVE.
ALL YOU'LL LOSE IS THE MEMORIES, THE LIFE EXPERIENCES, OF A MAN WHO ISN'T EVEN YOU.
THINGS THAT AREN'T PART OF WHO YOU ARE...
...AND THAT YOU DON'T REALLY NEED ANYWAY, DO YOU?
IT'S A TRAP. CAN'T YOU SEE THAT?
HE'S TRYING TO TURN YOU INTO--
INTO OTTO OCTAVIUS.
WHICH, APPARENTLY, THE LADY THINKS IS QUITE A HORRIBLE THING.

THAT'S NOT WHAT I--HE'S TWISTING MY WORDS.
YOU'VE SAID YOURSELF YOU USED TO DO AWFUL THINGS--
YES, BUT YOU HAVE ALSO INSISTED, QUITE FIRMLY, THAT THOSE DEEDS WERE DUE TO A MENTAL DISORDER...
...CAUSED BY THE ACCIDENT THAT GAVE YOU YOUR CONNECTION WITH YOUR METAL ARMS.
I SHALL CURE ANY SUCH DISEASE...
...IF IT EXISTS.
YOU SWEAR IT? YOU VOW?
UPON MY WORD. AND BREAKING SUCH A PROMISE IS A POWER ONLY YOU MORTALS POSSESS.
PLEASE. IF YOU REALLY BELIEVE YOU OWE ME ANYTHING FOR ALL THE LIES, THE MANIPULATION, ALL YOU PUT ME THROUGH...
...DON'T DO THIS.
WHY THE HESITATION, OTTO? I'M SIMPLY ASKING YOU TO BET ON YOURSELF.
OR DO YOU FEAR SHE'S RIGHT...AND PARKER IS THE ONLY TRUE HERO HERE?

OTTO... I DON'T KNOW WHAT'S MADE YOU WHO YOU ARE TODAY. MAYBE PART OF IT IS YOUR MEMORIES OF PETE'S LIFE, MAYBE NOT.
BUT WHATEVER IT IS, IT WORKED.
I'VE WATCHED YOU GO FROM A SELFISH, TYRANNICAL EGOMANIAC TO SOMEONE WHO ACTUALLY CARES.
WHO DOES SO MUCH GOOD.
AND WHATEVER THE CAUSE, YOU GOT HERE BECAUSE OF ALL THAT'S HAPPENED TO YOU.
REMOVING ANY PART OF IT...I'M JUST AFRAID...
DON'T RISK THROWING IT ALL AWAY, OTTO.
I'M BEGGING YOU.
I...

YES, VERY ELOQUENT. EXCEPT THAT OSBORN HAS ALREADY TORPEDOED YOUR HEROIC CAREER AND WILL SHORTLY MURDER AN INNOCENT BOY IN YOUR NAME.
STILL, IT'S YOUR CHOICE, DOCTOR.
ONLY MAKE IT QUICKLY.
YOU ARE HARDLY THE ONLY ONE DESIRING MY ATTENTION.
DON'T DO IT.
WE'LL FIND ANOTHER WAY. YOU AND ME, TOGETHER. YOU KNOW WE CAN!
I ASK ONE FINAL TIME, AND THEN I SHALL BE GONE.
DO WE HAVE A BARGAIN?

MAYBE WE SHOULD KEEP LYING LOW FOR A WHILE.
OSBORN PAID US A FORTUNE, BUT HE SCARES ME.
OCTAVIUS SCARES ME! THAT'S WHY THIS IS THE TIME TO SKIP TOWN--WHILE OSBORN AND OUR "BOSS" ARE BUSY TRYING TO KILL EACH OTHER.
I WANNA GET AS FAR AWAY FROM BOTH OF 'EM AS--
THKOOOOM
THE HELL--?
OH GOD. THAT SOUNDED LIKE METAL.
HE'S FOUND US...THE SUPERIOR SPIDER-MAN!
BKRASSH
NO, BROTHERS GRIMM.
YOU BETRAYED THE SUPERIOR SPIDER-MAN...

...BUT HIS VENGEANCE WILL BE WROUGHT BY DOCTOR OCTOPUS.
THOSE SMALL, SAD SOUNDS YOU HEAR ARE YOUR BONES BREAKING.
I WILL CRUSH ALL TWO HUNDRED AND SIX, ONE BY ONE...UNLESS YOU DELIVER WHAT I WANT.
NORMAN OSBORN.
GIVE ME NORMAN OSBORN OR DIE!

PEOPLE ALWAYS THINK THEY CAN RISE ABOVE THEIR STATION.
IT'S THE CAUSE OF SO MUCH MISERY IN THE WORLD.
I MEAN, TAKE YOU, JAMES. DR. OCTOPUS, OF ALL PEOPLE, DECIDES TO PLAY HERO, AND MERCILESSLY CATFISHES YOU INTO WORSHIPPING HIM. JUST HORRIFIC.
GO ON, SON, DIG IN. I'M NOT A MONSTER. YOU'RE AS MUCH GUEST AS HOSTAGE.
THE PÂTÉ IS EXQUISITE. THIS WORLD'S NORMAN OSBORN MAY BE IN THE NUTHOUSE, BUT HIS CREDIT IS STILL VERY GOOD.
I WANT TO GO HOME...
AND YOU WILL! I MEAN, AS LONG AS YOUR "HERO" KEEPS HIS SIDE OF THE BARGAIN, AND--
MURDERS THREE INNOCENT PEOPLE.
I'VE BROUGHT THE FIRST.
I THOUGHT YOU'D ENJOY SEEING THIS IN PERSON, NORMAN.

OTTO. HOW'D YOU GET PAST SPIDERS-MAN?
HE'S AN IDIOT. I'M A GENIUS.
SHALL WE GET ON WITH THIS SORDID BUSINESS?
OF COURSE, OF COURSE. LET ME GET MY CAMERAS READY. AND YOU'LL NEED TO SUIT UP, NATURALLY.
STILL, WORD OF WARNING-- YOU'LL HAVE TO DO BETTER THAN AN OBESE DERELICT FOR THE NEXT TWO.
BEFORE WE START ROLLING, LET'S RUN A QUICK FACIAL SCAN TO MAKE SURE HE'S NOT A CONVICTED KILLER OR SOMETHING.
WHY, NORMAN...
SNAP

...HOW DID YOU GUESS?
WHAT--
AN EXCESS CLONE. MINDLESS, REALLY... MY OCTOBOT WAS PULLING HIS STRINGS.
STILL, TECHNICALLY, HE WAS AN INNOCENT. AND I MURDERED HIM.
SO YOU SHOULD BE QUITE PLEASED, REALLY.
THIS IS WHAT YOU WANTED.
SPIDERS-MAN. SOUND OFF.
OH, I'M AFRAID YOUR ALLY IS...
"...OTHERWISE OCCUPIED."
GET OFF ME! GET OFF!

I DON'T KNOW WHAT YOU'RE UP TO, OTTO, BUT SWITCHING YOUR MIND BACK TO YOUR OLD BODY DOESN'T CHANGE WHO YOU *ARE*.
THE WOULD-BE HERO YOU'VE WORKED SO PATHETICALLY HARD TO BECOME. THE *GOOD MAN* WHO'S FOUND LOVE AND PURPOSE.
THOSE EXPERIENCES ARE *STILL IN YOU*. THEY'VE *CHANGED YOU FOREVER*.
CRASH
HELP!
BUT WE'RE SCIENTISTS. LET'S *PROVE* IT.
I'M GOING TO DROP HIM. ALL YOU HAVE TO DO TO SAVE HIS LIFE...
...IS BEG ME NOT TO.
YOU THINK I GIVE ONE WHIT ABOUT THAT...
...*URCHIN?*
YES. I THINK YOU DO.
PITY YOU'LL ONLY SHOW IT...
...TOO LATE.

CAMERAS ON!
I'LL KILL YOU!
AND THE WHOLE WORLD WILL SEE IT!
SO PREDICTABLE.

NONE OF THIS MATTERS! YOU COULDN'T BEAT *THIS WORLD'S* OSBORN!
I'M STRONGER, FASTER...
...AND I HAVE *MORE* ARMS THAN YOU!
THROKTHROKTHROK
DO YOU, NOW?
HNH--?

BECAUSE I HAVE QUITE A FEW.
HNN!
NICE TRY. BUT IT'S NOT--
--ENOUGH--
SHKK
KRAKABOOM

NOT ENOUGH, OSBORN? I'VE SUMMONED DOZENS OF MY OLD HARNESSES--HUNDREDS OF ARMS.
I-IMPOSSIBLE...
YOU CAN'T CONTROL SO MANY!
KRASSH
KNCH
PERHAPS YOUR LIMITED BRAIN COULDN'T.
BUT YOU NOW FACE A MIND THAT IS SUPERIOR.
THAT IS YOUR FATAL ERROR, NORMAN.
NEVER UNDERESTIMATE OTTO OCTAVIUS!
WHRNCH

TOO MANY HAVE BEEN GUILTY OF THAT CRIME OF LATE.
THEY SEEM TO THINK I AM A MAN TO TRIFLE WITH...TO BETRAY... TO THREATEN.
IT'S TIME I SHOWED THEM WHAT HAPPENS...
...TO THOSE WHO CROSS DOCTOR OCTOPUS!
NNGGAAHH!
CRIK SNAP CRKRKRACK
UNDERSTAND THAT THIS IS NOT SIMPLE BRUTALITY, NORMAN. I AM ABOVE SUCH THINGS.
I AM BREAKING YOUR BONES WITH A DOCTOR'S PRECISION.
THE PROGNOSIS IS THAT THEY'LL NEVER BE RIGHT AGAIN.
RRRAGH!
KRIK
KRAK
KRIK

YOUR FORMIDABLE INTELLECT WILL FOREVER BE TRAPPED IN A FAILING BODY.
A FATE THAT I KNOW, FROM EXPERIENCE, IS FAR WORSE THAN DEATH.
EENFF
AH. SO THIS IS THE FRAGMENT OF THE WEB OF LIFE AND DESTINY YOU USED TO TRAVEL HERE FROM YOUR EARTH.
I'M SURE I CAN FIND FAR BETTER USE FOR IT.
ENNFT
I SHALL RETURN YOU TO YOUR WORLD, WHERE YOU'LL BE AT THE MERCY OF YOUR ENEMIES... OF WHICH I'M SURE YOU HAVE MANY.
I SUPPOSE IT'S NOT OUTSIDE THE REALM OF POSSIBILITY THAT YOU WILL SURVIVE...PLOT SOME SORT OF REVENGE...EVEN RETURN.
NEXT TIME I WILL NOT WASTE SO MUCH EFFORT ON YOU...
...BEFORE DISPOSING OF YOU LIKE THE TRASH YOU ARE.

ATTEND ME, WORLD. DOCTOR OCTOPUS HAS RETURNED.
I TRUST NO ONE WILL MISINTERPRET THE RECENT...UNFORTUNATE CHAPTER OF MY LIFE AS AN INDICATION OF CURRENT WEAKNESS.
SHOULD YOU BE SO STUPID...
...WELL. I THINK YOU'VE JUST SEEN WHAT WILL HAPPEN.
HOWEVER, WHILE MY TIME AS THE "SUPERIOR SPIDER-MAN" WAS... MISGUIDED...
...BY... LET'S CALL IT A DISEASE OF THE MIND...
...I CAUTION ANYONE WITH A GRUDGE AGAINST THE SUPERIOR SPIDER-MAN WHO ENTERTAINS THE NOTION OF HARMING THOSE ASSOCIATED WITH HIM...
...THAT I WILL CONSIDER THAT AN ATTACK ON ME.
AND WHAT I DO TO YOU...
...WILL MAKE WHAT I DID TODAY SEEM THE SWEETEST OF MERCIES.

AND THEN HE SMASHED THE CAMERAS. AND LEFT.
IT'S ALL OVER THE NEWS... THE INTERNET. BUT TRUST ME, EMMA.
YOU DON'T WANT TO SEE IT.
BUT, ANNA, HE WOULDN'T *DO* THAT. THE MAN I KNOW WOULDN'T JUST THROW EVERYTHING AWAY.
THROW *US* AWAY.
I DON'T THINK HE IS THE MAN YOU KNEW.
I'M NOT EVEN SURE HE REMEMBERS ANYTHING FROM THIS PART OF HIS LIFE.
I REMEMBER...
...ENOUGH.

I KNOW THAT I INHABITED THE BODY OF THE FIRST SPIDER-MAN FOR A TIME. NOW THAT ALL TRACE OF HIM IS GONE FROM ME, THOSE RECOLLECTIONS ARE...DIM.
I DO NOT RECALL HIS TRUE NAME, NOR DETAILS OF HIS LIFE. IF YOU ARE ALLIES OF HIS, YOU MAY REASSURE HIM OF THAT.
WHEN NEXT HE CROSSES ME AND I CRUSH HIM, IT WILL BE AS IT SHOULD...*DOCTOR OCTOPUS* HUMBLING *SPIDER-MAN.*
MY TIME HERE, HOWEVER... MY LIFE AS *"ELLIOT TOLLIVER"*...
...MUCH OF THIS I *DO* RECALL.
THEN IT'S NOT TOO LATE, OTTO!
THERE'S STILL A CHANCE--
PLEASE, MS. HERNANDEZ. DON'T TALK NONSENSE.
YOU FELL IN LOVE WITH A YOUNG, FIT PROFESSOR. A MAN WITH MONEY AND STATUS.
NONE OF THAT MATTERS TO ME. I CARE ABOUT PEOPLE BASED ON *WHO THEY ARE.*
YOU MIGHT NOT UNDERSTAND THAT--
ACTUALLY...
...HE WOULD.
IT'S THE OTHER GUY WHO DATES THE BLACK CATS AND SUPER-MODELS.
OTTO'S... DIFFERENT.

LOOK, I DON'T KNOW HOW MUCH YOU REMEMBER FROM BEFORE YOU BECAME ELLIOT, BUT YOU HURT ME. IN UNFORGIVABLE WAYS.
I... I AM--
DON'T. DON'T APOLOGIZE OR SAY WHATEVER YOU WERE GOING TO SAY. IT DOESN'T MATTER NOW.
DESPITE ALL THAT, I WORKED WITH YOU HERE. HELPED YOU. BECAUSE I SAW THE POTENTIAL FOR GOOD IN YOU.
A HERO. SOMEONE WHO COULD HELP THE JAMES MARTINS OF THE WORLD.
AND I THINK THAT POTENTIAL IS *STILL THERE.*
YOU ARE DELUDED, WOMAN.
AM I? WHY'D YOU SAVE JAMES?
THE NEWS CAMERAS CAUGHT YOUR SPARE ARMS WAITING OUTSIDE THE WINDOW. CATCHING HIM. CARRYING HIM BACK TO HIS FAMILY.
I AM NOT A SADIST. IF I CAN PREVENT THE DEATH OF A CHILD, I WILL.
MM-HMM. AND WHAT ABOUT THAT TRUST FUND YOU SET UP TO HELP JAMES THE REST OF HIS LIFE...
...*AFTER* YOU'D BECOME DOC OCK AGAIN? I'M A GENIUS TOO, REMEMBER. I CAN FIGURE THESE THINGS OUT.
I'M SURE YOU CAN COME UP WITH AN EXPLANATION FOR IT...HONOR OR WHATEVER.
YOU'VE GOT ANSWERS FOR EVERYTHING. SO GIVE ME ONE MORE.
WHY'D YOU COME *HERE?*

TO MAKE CLEAR THAT THIS CHAPTER OF MY LIFE IS DONE. THAT YOU HAVE NOTHING TO FEAR FROM ME...PROVIDED YOU DO NOT CROSS ME.
RIGHT. VERY INTIMIDATING. VERY "DOC OCK."
KNOW WHY I THINK *YOU* THINK YOU CAME? TO SAY GOODBYE.
KNOW WHY I THINK YOU *REALLY* CAME?
SO WE'D TALK YOU INTO STAYING.
THAT-- THAT IS PATENTLY--
RIDICULOUS. SURE. AS RIDICULOUS AS DR. OCTOPUS BEING A FORCE FOR GOOD IN THE WORLD.
BUT YOU'VE SHOWN YOU *CAN* BE, OTTO.
WE WANT YOU TO BE. *STAY.* WE'LL MAKE IT WORK... I'LL HELP YOU. I KNOW MAX WILL, TOO.
AND SO WILL I, OTTO.
PLEASE. GIVE US A CHANCE.
GIVE *YOURSELF* A CHANCE.

UNHAND ME, WOMAN!
FOR TOO LONG, I HAVE BEEN IN A PRISON. A CAGE.
AND NOW THAT I AM AT LAST FREE, YOU WOULD HAVE ME CRAWL BACK INSIDE?
BE WEAK AGAIN? VULNERABLE TO MEN LIKE OSBORN? EXPOSE MYSELF TO...TO...
STAY AWAY FROM ME.
CONTINUE WITH YOUR MUNDANE, MEANINGLESS LIVES.
TROUBLE ME AGAIN...
...AND IT SHALL GO BADLY.
FOR ALL CONCERNED.

ONE WEEK LATER
I'M MAX MODELL. I WAS ELLIOT TOLLIVER'S BOSS AT HORIZON UNIVERSITY...HIS CO-WORKER...AND, I HOPE, HIS FRIEND.
IT'S BEEN A HARD WEEK. ELLIOT WAS AN AMAZING MAN. AN EXTRAORDINARY INTELLECT. COMPLICATED, BUT WITH A LIMITLESS AMOUNT TO OFFER THE WORLD.
FOR THAT TO BE...*THROWN AWAY*...BY DR. OCTOPUS IN SOME INSANE POWER GAME WITH THE MADMAN WHO BOMBED HORIZON...
WE WILL REBUILD HORIZON UNIVERSITY, BETTER THAN BEFORE. BUT THERE WILL BE FAR TOO MANY EMPTY SPACES.
TOO MANY LOSSES, TOO KEENLY FELT. AND ELLIOT'S WILL BE ONE OF THE GREATEST.
I'D LIKE TO INVITE THE PERSON WHO MAY HAVE KNOWN HIM BEST TO SAY A FEW WORDS.
ELLIOT TOLLIVER...
...IS GONE.

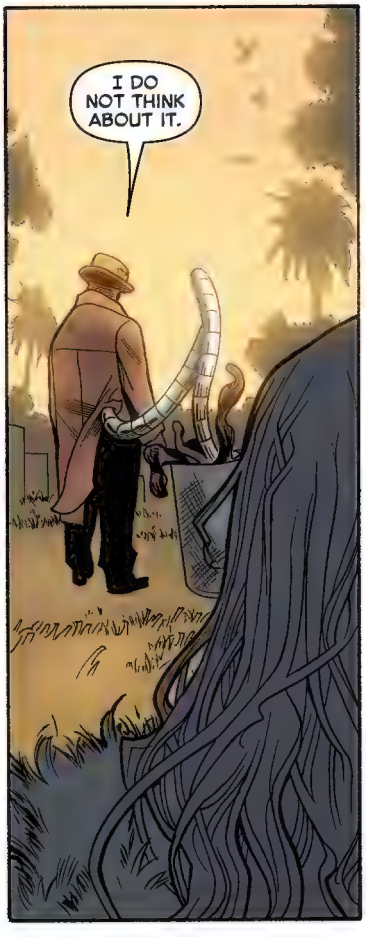
AND IT'S GOING TO HURT. FOR A WHILE.
THE WAY I'LL GET THROUGH IT...THE WAY WE'LL ALL GET THROUGH IT... IS TO REMEMBER HOW LUCKY WE WERE TO HAVE HIM FOR THE TIME WE DID.
THE AMAZING THINGS HE ACCOMPLISHED. THE ODDS HE OVERCAME. JUST *HOW HARD* HE TRIED.
THE MOMENTS OF HAPPINESS HE BROUGHT... OFTEN WITHOUT REALIZING IT.
AND, ONE DAY, THINKING OF HIM, THERE'LL BE MORE SMILES THAN TEARS.
ONE DAY.
HRM.

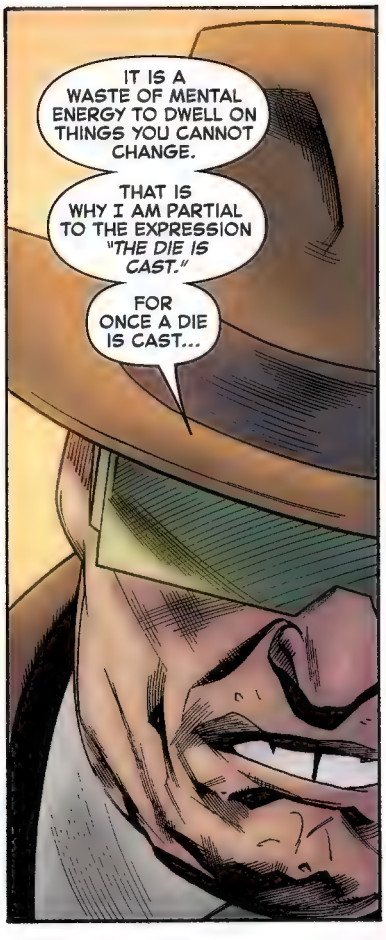
MONDO WEIRDO, *HUH*, FEAR-FRIEND?
NOT MANY PEOPLE GET TO ATTEND THEIR OWN FUNERAL. BESIDES ME, OF COURSE.
SILENCE, DIGGER.

YOU WILL DISTRIBUTE THIS TO THE REMAINDER OF THE ***NIGHT SHIFT.*** YOU WILL MAKE IT CLEAR IT IS THEIR SEVERANCE, THAT THEY ARE NEVER TO PLAGUE ME AGAIN...
...AND THAT SHOULD ANYONE BE FOOL ENOUGH TO PAY THE ***BROTHERS GRIMM'S*** HOSPITAL BILLS, I SHALL KILL THEM.
YOU'RE GONNA VISIT THE KID BEFORE YOU LEAVE, RIGHT? JAMES?

NO.
THAT WOULD ONLY BE... CONFUSING.

SO...WHAT NOW? WE ALL GO BACK TO BEING BAD GUYS?
I MEAN... THERE WERE THINGS I DUG ABOUT IT--HELPING PEOPLE AND ALL.
DIDN'T YOU LIKE BEING THE SUPERIOR SPIDER-MAN? EVEN A LITTLE?


I DO NOT THINK ABOUT IT.


IT IS A WASTE OF MENTAL ENERGY TO DWELL ON THINGS YOU CANNOT CHANGE.
THAT IS WHY I AM PARTIAL TO THE EXPRESSION *"THE DIE IS CAST."*
FOR ONCE A DIE IS CAST...

...THERE IS NO TURNING BACK.
FIN

IS THAT...IS THAT SUNLIGHT? OH DEAR GOD, I NEVER THOUGHT I'D SEE SUNLIGHT AGAIN. ONE MOMENT, I, SPIDER-EDITOR NICK LOWE, WAS WRITING A LETTERS PAGE, AND THE NEXT I WOKE UP IN A CELL. A CELL WITH EIGHT DOORS, EIGHT LIGHTS... WHOEVER PUT ME THERE SURE HAD A CONSISTENT MOTIF! OH, MAN, I AM SO GLAD TO BE OUT OF THERE! I HOPE MY FAMILY IS OKAY. WAIT, IS THAT YOU, KATHLEEN?

I...I THINK SO, NICK... I REMEMBER THAT DAY YOU WENT MISSING--I THOUGHT YOU'D FINALLY RUN OFF TO CALGARY, LIKE YOU'D ALWAYS DREAMED. SO I COVERED FOR YOU ON OUR BOOKS AND EVERYTHING UNTIL ONE DAY, WHEN I WAS WRITING A LETTERS PAGE, THEN I WOKE UP IN AN OCTAGONAL CELL...

WOW, THAT SURE IS GOING ABOVE AND BEYOND. THANKS, K-WIZ. ARE MY KIDS OKAY? IS MY WIFE OKAY?

OH, YEAH! WELL, I'VE BEEN COVERING FOR YOU AT HOME TOO. OUR--SORRY--YOUR ELDEST SKIPPED A YEAR IN SCHOOL, AND YOUR WIFE HAS BEEN LOVING OUR BALLROOM DANCING LESSONS.

WELL, THAT SURE TOOK A TURN. UH...THANKS? ANYWAY, LET ME LOG IN TO MY COMPUTER. OH MAN, THIS IS SUPERIOR SPIDER-MAN ***#12?!?! I MISSED EIGHT MONTHS?! EIGHT GLORIOUS ISSUES? WELL, AT LEAST I GOT BACK FOR THE INCREDIBLE END. OFTEN, WE LIKE TO HAVE OUR WONDERFUL CREATORS SAY GOODBYE WHEN A SERIES ENDS--SO, CREATORS, TAKE IT AWAY!***

CRIPES, WHAT A SAD ENDING.

CLAYTON

I'M SO GRATEFUL TO THE TEAM FOR THE OPPORTUNITY TO MAKE THIS BOOK AND TO THE READERS WHO GAVE US THEIR TIME. SPECIAL LOVE TO MY COLLABROS CLAYTON AND MIKE, WHO ARE LONGTIME FRIENDS AND ON MY LIST OF FAVORITE CREATORS. THANKS FOR ALWAYS BEING THERE WHEN I NEEDED IT!

JORDIE

EVERY ONCE IN A GREAT WHILE, A BOOK WITH A UNIQUE CHARACTER COMES ALONG THAT MANAGES TO TOUCH THE HEART AND SOUL OF THE READER, AND EARLY ON IT BECAME CLEAR THAT *SUPERIOR SPIDER-MAN* WAS SUCH A BOOK. THIS IS AN EXTREMELY RARE FEAT AND CAN ONLY HAPPEN IN A PERFECT STORM OF CIRCUMSTANCES WHEN YOU HAVE AN AMAZING AND INSPIRED WRITER, A TALENTED PENCILER WHO CAN DEPICT THE SUBTLETIES OF A QUIET MOMENT AS WELL AS THE INTENSE ACTION SEQUENCES, A COLORIST WHOSE STUNNING PALETTE ELEVATES THE LINE WORK, AND INCREDIBLE EDITORS WHO KNOW HOW TO SUPPORT AND NURTURE THE TEAM ON ITS JOURNEY. I'VE HAD THE GREAT FORTUNE OF BEING A PART OF THIS ADVENTURE, AND WHILE I'M SAD TO SEE ELLIOT'S STORY DRAW TO A CLOSE, I'LL BE ETERNALLY GRATEFUL FOR HAVING HAD THE OPPORTUNITY TO WORK WITH THESES FANTASTIC PEOPLE AND WILL FOREVER BE HUMBLED BY THE GENEROUS RESPONSES OF EVERYONE WHO ENJOYED THE BOOK. IT WAS A TRULY SUPERIOR EXPERIENCE, AND I CAN'T WAIT TO SEE WHAT HAPPENS NEXT!

CHEERS!

WADE

IT'S NOT EVERY DAY THAT YOU'RE ASKED TO ADD TO THE SPIDER-MAN MYTHOS, SO I'M ETERNALLY GRATEFUL TO HAVE BEEN GIVEN THE OPPORTUNITY. ESPECIALLY WITH SUCH AN A+ TEAM OF CREATORS AND EDITORS. THANK YOU FOR WORKING WITH ME!

TO THE FANS--THANK YOU ALL FOR YOUR DIE-HARD SUPPORT FOR THIS BOOK! WHILE IN THE STUDIO, I OFTEN THOUGHT OF YOU, AND I HOPE THAT I HAVE SERVED THE STORY WELL.

TO ELLIOT--I'LL MISS YOU.

TO OTTO--WELCOME BACK.

BEST,

MIKE

SOMETIMES YOU START ON A PROJECT THAT YOU JUST KIND OF KNOW IS GOING TO BE SPECIAL. NOT THAT WE ALL DON'T GIVE 100% ON EVERYTHING WE DO, BUT IT'S LIKE A FOOTBALL TEAM OR A TV WRITING STAFF: SOMETIMES THE TEAM CHEMISTRY JUST CLICKS. EVERYONE INSPIRES ONE ANOTHER. THE WHOLE CREATES SOMETHING FAR GREATER THAN THE SUM OF ITS PARTS. THAT'S WHAT WE HAD THE GOOD FORTUNE TO HAPPEN ON *SUPERIOR SPIDER-MAN*. FROM THE EDITORS, NICK, KATHLEEN, AND EVERYONE IN THE SPIDEY-OFFICE, ALWAYS CHALLENGING ME TO TAKE IT TO THE NEXT LEVEL; TO MIKE HAWTHORNE, WHO BROUGHT SO MUCH EMOTION TO CHARACTERS LIKE ELLIOT/OTTO, EMMA, JAMES, AND EVEN DIGGER; TO WADE, WHO MADE EVERYTHING SO BEAUTIFUL AND LIFELIKE, FROM THE SHADOWS ON MEPHISTO TO MAKING DOC OCK'S ARMS GLEAM; TO JORDIE, WHOSE COLORS REFLECTED HER TALENT AS A WRITER BY ALWAYS DOING WHAT'S BEST FOR THE STORY; TO CLAYTON, WHO NOT ONLY PUT UP WITH MY TENDENCY TO OVERWRITE BUT ADDED SO MUCH IN THE WAY HE LED THE READER THROUGH THE STORY. [AND THANKS TO LAN MEDINA FOR HIS AMAZING WORK ON THE WAR OF THE REALMS/WEST COAST AVENGERS CROSSOVER!] BUT THE "FIFTH BEATLE" OF THE SUPERIOR TEAM IS ALL OF YOU--THE READERS WHO SUPPORTED US SO LOYALLY. SEEING OTTO'S JOURNEY MEAN SO MUCH TO YOU REALLY GOT ME IN "THE FEELS," AS THE YOUNG PEOPLE SAY. I'M SORRY I HAD TO PRETEND I DIDN'T HEAR YOU ON TWITTER WHEN YOU ASKED IF THE SERIES WAS ENDING AT

#12. THAT WAS ALWAYS THE PLAN...BUT WE WANTED IT TO BE LIKE WHEN I WAS A KID, AND YOU ONLY KNEW A BOOK WAS ENDING WHEN YOU READ IT ON THE LETTERS PAGE OF THE LAST ISSUE. TRYING TO GET A BIT OLD-SCHOOL, LIKE OTTO HIMSELF. TO REALLY HAVE AN IMPACT. AND NOW THAT THE TIME IS HERE, EVEN THOUGH I KNEW IT WAS COMING, IT'S HAVING AN IMPACT ON ME. I'M SAD...BECAUSE EVEN THOUGH I HOPE TO WORK WITH ALL OF THESE BRILLIANT CREATORS AGAIN, AND HOPE YOU READERS WILL PICK UP OUR OTHER PROJECTS, IT'LL NEVER BE QUITE THIS SAME MIX OF MAGIC. BUT THAT'S WHAT MAKES IT MAGIC IN THE FIRST PLACE. SO, THANKS...I MEAN THAT WITH ALL MY HEART. AND ONE LAST TIME...THE DIE IS CAST.

CHRISTOS

OUR TURN TO SAY THANKS TO THESE WONDERFUL CREATORS. FIRST, I WANT TO THANK DAN SLOTT, SUPERIOR SPIDER-MAN'S DADDY (WITH RYAN STEGMAN, HUMBERTO RAMOS, AND ED MCGUINNESS, OF COURSE). MUCH OF THE STRUCTURE OF THIS SERIES, SET IN SAN FRANCISCO WITH THE HORIZON UNIVERSITY STAFF, AND GENERAL TONE CAME RIGHT OUT OF DAN'S RUN AND BRAIN, AND I'M FOREVER GRATEFUL FOR THAT.

CHRISTOS GAGE, DAN'S WORD-BROTHER WHO WAS THERE FROM THE ORIGINAL SUPERIOR SPIDER-MAN RUN, WAS THE NO-BRAINER CHOICE FOR THIS BOOK. THE WHOLE FUN OF THIS WAS TO TAKE CLASSIC COMIC BOOK SUPER HERO TROPES AND FEED THEM THROUGH OTTO OCTAVIUS' BRAIN AND ENJOY THE RIDE, AND CHRISTOS DID THAT AND SO MUCH MORE. GAGE ALSO INJECTED SO MUCH EMOTIONAL HONESTY AND INCREDIBLY POWERFUL MOMENTS, AND I'M JUST SO PROUD OF HIS WORK HERE.

MIKE HAWTHORNE DREW MUCH OF ONE OF MY FAVORITE COMIC RUNS OF THE PAST DECADE ON DEADPOOL *(MAINLY WITH GERRY DUGGAN), SO GETTING HIM HERE WAS AN ABSOLUTE DREAM. NOT ONLY DOES MIKE POUR 100% OF HIMSELF OUT ON THE PAGE, GIVING SO MUCH DETAIL, GRIT, AND POWER TO THE WORK (I LOVE THE TERRAX FIGHT IN #2-3 ESPECIALLY), BUT HE CAN CRUSH YOU WITH ONE PAGE (SEE #4) AND DO IT ALL ON TIME, WHICH IS NO SMALL FEAT.*

BEING AN INKER IS SO HARD. YOU HAVE TO BOTH BE INCREDIBLY FAITHFUL TO THE PENCILER'S WORK BUT ALSO BRING YOURSELF TO THE PAGE, TO KNOW WHEN TO JUST TRY TO EXECUTE WHAT THE PENCILER GIVES YOU AND WHEN TO ADD TEXTURE AND OTHER DETAIL. WADE VON GRAWBADGER IS NOT JUST A GOOD INKER--HE'S AN INKING LEGEND. SEEING WHAT WADE AND MIKE COULD DO WAS SO INCREDIBLE FOR ME, AS WADE BROUGHT BOTH HIS RESTRAINT AND VIRTUOSIC SKILLS TO BEAR.

IN A SIMILAR WAY, JORDIE BELLAIRE'S STRENGTH COMES FROM KNOWING WHEN TO PLAY ALONG WITH THE REST OF THE BAND AND WHEN TO SOLO. SHE IS A CONSUMMATE STORYTELLER AND ALWAYS SERVES THE STORY. SURE, SHE'LL MAKE A PAGE LOOK LIKE A MILLION BUCKS AND THE GREATEST THING EVER, BUT SHE SAVES THAT FOR WHEN IT'S APPROPRIATE. AND THEN SHE'LL MAKE YOU FORGET THAT ANYONE IS COLORING, INKING, PENCILING, OR WRITING THE COMIC BY JUST PUTTING YOU INTO THE WORLD OF THE CHARACTERS. THAT IS NO SMALL FEAT, LADIES AND GENTS...

THERE'S A THEME HERE, AND CLAYTON COWLES FITS SO STRONGLY INTO IT. MOST OF THE TIME YOU FORGET THAT CLAYTON IS THERE AT ALL BECAUSE HIS WORK IS SO SKILLED AND SMOOTH AND FITS SO PERFECTLY WITH THE REST OF THE TEAM. BUT WHEN THE STORY CALLS FOR IT, CLAYTON WILL MAKE YOU STAND BACK AND SHOUT AT A COOL SOUND EFFECT OR TEXT TREATMENT OR LOGO-LIKE TEXT.

WE ALSO NEED TO THANK KATHLEEN WISNESKI, THE MOST THOUGHTFUL ASSISTANT EDITOR EVER, ANTHONY GAMBINO, WHO DESIGNED THE LOGO, RECAP, CREDITS, LETTERS PAGE, ETC., AND I ALSO WANT TO CALL OUT OUR WONDERFUL PROOFREADERS, WHO NOT ONLY TRIED TO FIX ALL MY MISTAKES, BUT WHOSE LOVE FOR THIS BOOK WAS A TONIC ON TOUGH DAYS. SO THANKS TO ELISSA HUNTER, KRISTIN ZELAZKO, DAN TOY, AND OTTO OCTAVIUS' #1 GAL PAL, JACQUE PORTE.

NICK

IT WAS A SINCERE JOY AND A PRIVILEGE TO WORK ON THIS COMIC WITH THIS FANTASTIC TEAM. I'LL MISS IT. THANKS TO ALL OF YOU WHO READ THE BOOK AND WROTE IN--YOU'RE RIGHT, IT WAS SPECIAL.

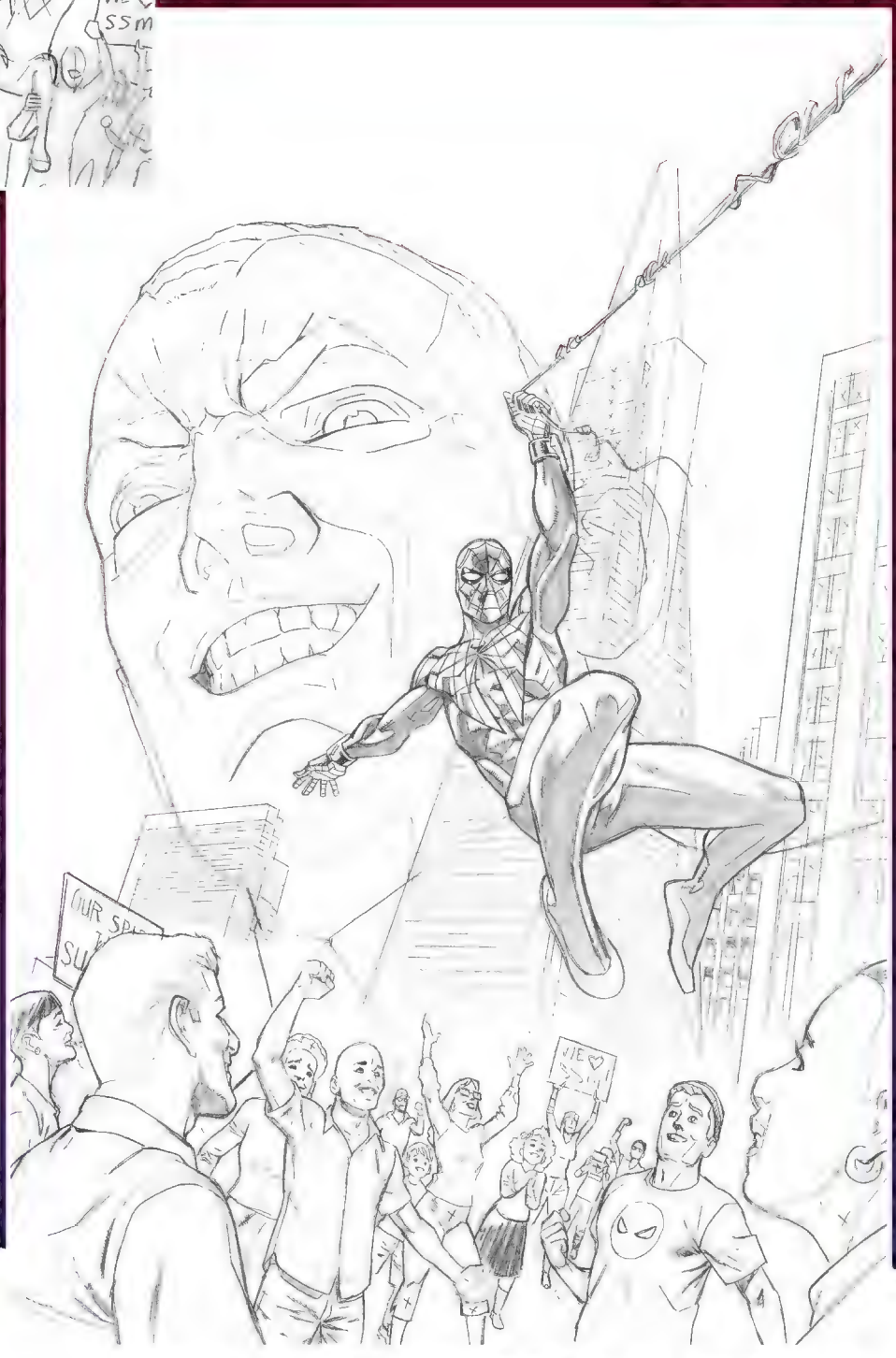
KATHLEEN

ARE YOU ALL QUITE FINISHED? GOOD HEAVENS. BEING FREE OF YOUR INCESSANT WHINING IS THE CAPSTONE OF MY TRIUMPHANT VICTORY. WHAT'S THAT? YOU'RE NOT SO SURE IT'S A VICTORY? THAT, FOOLS, IS WHY I AM OTTO OCTAVIUS, AND YOU ARE...YOU.

I DO TIP MY PROVERBIAL CAP TO THE DISCERNING READERS WHO HAVE FOLLOWED MY EXPLOITS. YOUR FINE TASTE IS NOTED AND APPRECIATED.

REST ASSURED WE SHALL MEET AGAIN. WHEN THAT DAY COMES, SHOW PROPER RESPECT AND I MAY SPARE YOUR LIVES.

REGARDS,
OTTO OCTAVIUS

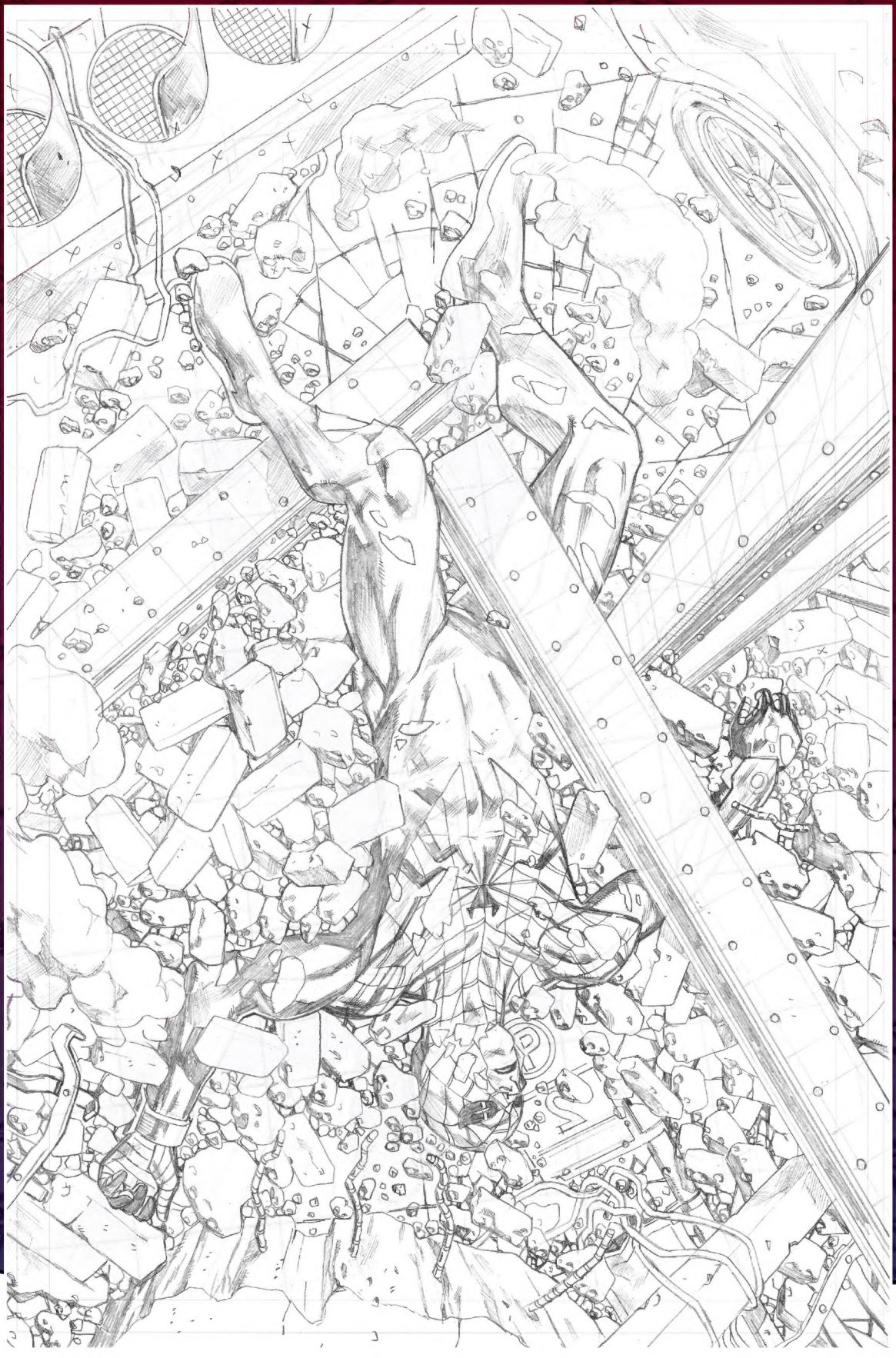


#9 COVER SKETCH & PENCILS

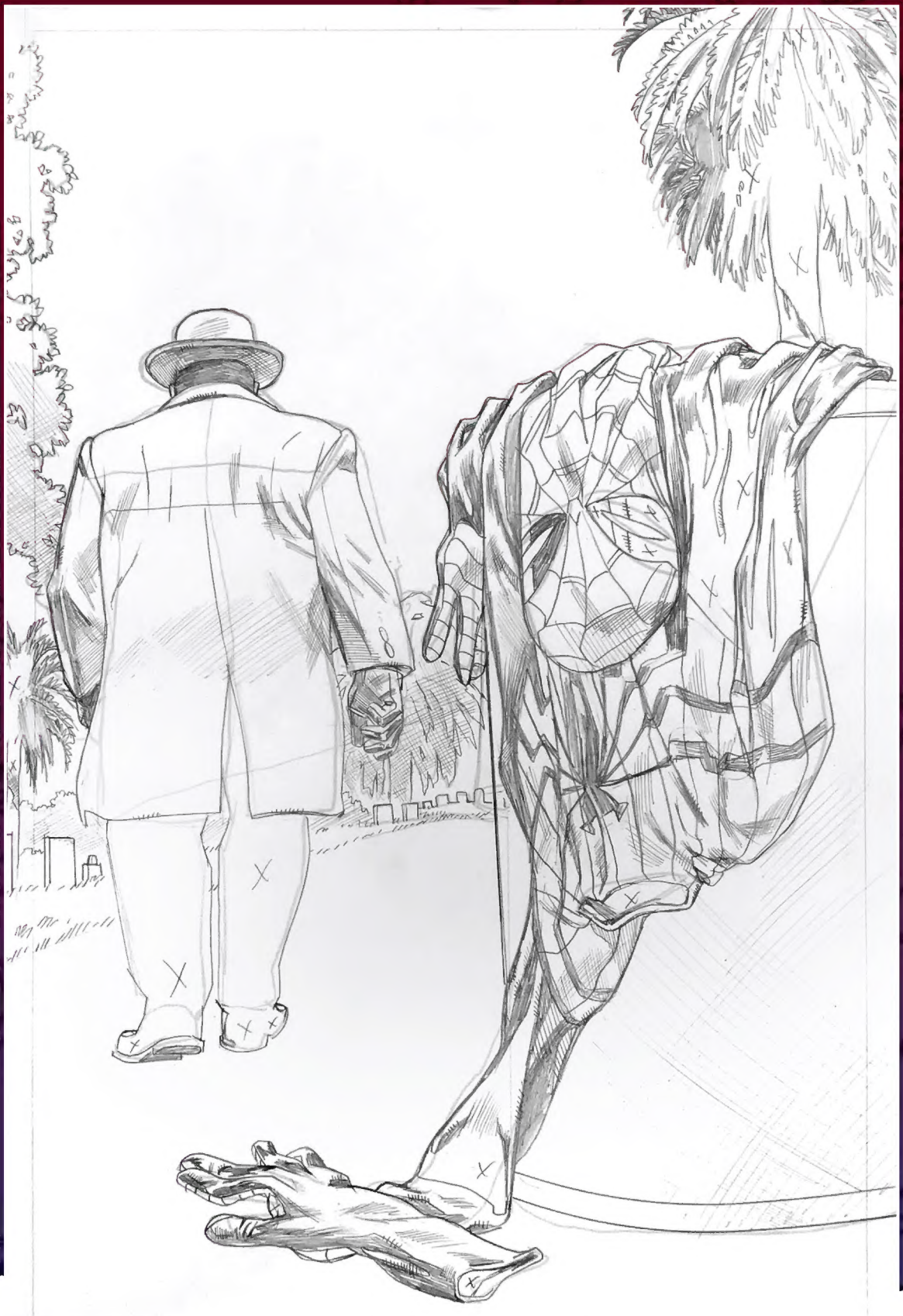
BY MIKE HAWTHORNE

#11 COVER SKETCHES
BY MIKE HAWTHORNE

#11, PAGES 13 & 20 PENCILS
BY MIKE HAWTHORNE



#12 COVER PENCILS
BY MIKE HAWTHORNE



#12, PAGE 20 PENCILS

BY MIKE HAWTHORNE

"Superior Spider-Man proves to be one of Marvel's most intriguing series on the shelves."
– Comicbook.com

THE WEST COAST HAS BEEN OVERRUN WITH FROST GIANTS!

BUT OTTO OCTAVIUS DOESN'T SETTLE FOR CHAOS – he plans to win the War of the Realms single-handedly. Well, maybe not single-handedly. He needs minions. Super-minions! So he recruits...the West Coast Avengers?! Will Otto Octavius and Quentin Quire become BFFs? If they can somehow work together and save San Francisco, Otto will be due a parade – but any celebrations might be short-lived, because someone dangerous is coming. Otto calls himself the Superior Spider-Man? Norman Osborn, the Spider-Man of Earth-44145 you met in SPIDER-GEDDON, begs to differ – and has some very creative ways to prove his true superiority! Norman is out to destroy everything. Does Otto stand a chance of stopping him? Does he even stand a chance at living through this?!

COLLECTING ***SUPERIOR SPIDER-MAN (2018) #7-12*** – BY CHRISTOS GAGE, LAN MEDINA, MIKE HAWTHORNE, CAM SMITH, WADE VON GRAWBADGER, ANDY TROY, ERICK ARCINIEGA AND JORDIE BELLAIRE.

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MARVEL